

2016

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

**FORM 10-K**

(Mark One)

ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d)  
OF THE SECURITIES EXCHANGE ACT OF 1934

For the fiscal year ended December 31, 2016

OR

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF  
THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from \_\_\_\_\_ to \_\_\_\_\_

Commission file number: **001-36011**

**Phillips 66 Partners LP**

*(Exact name of registrant as specified in its charter)*

**Delaware**  
*(State or other jurisdiction of  
incorporation or organization)*

**38-3899432**  
*(I.R.S. Employer  
Identification No.)*

**2331 CityWest Blvd., Houston, Texas 77042**  
*(Address of principal executive offices) (Zip Code)*  
Registrant's telephone number, including area code: **(855) 283-9237**

Securities registered pursuant to Section 12(b) of the Act:

<u>Title of each class</u>	<u>Name of each exchange on which registered</u>
Common Units, Representing Limited Partnership Interests	New York Stock Exchange

Securities registered pursuant to Section 12(g) of the Act: None

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act.  Yes  No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act.  Yes  No

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.  Yes  No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files).  Yes  No

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of the registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer  Accelerated filer  Non-accelerated filer  Smaller reporting company

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Act).  Yes  No

The aggregate market value of the registrant's common units held by non-affiliates of the registrant on June 30, 2016, the last business day of the registrant's most recently completed second fiscal quarter, based on the closing price on that date of \$55.87, was \$2,057 million. This figure excludes common units beneficially owned by the directors and executive officers of Phillips 66 Partners GP LLC, our General Partner, and Phillips 66 and its subsidiaries.

**Documents incorporated by reference:**

None

PHILLIPS 66 PARTNERS LP

TABLE OF CONTENTS

<u>Item</u>	<u>Page</u>
<b><u>PART I</u></b>	
<a href="#">1 and 2. Business and Properties</a>	<a href="#">1</a>
<a href="#">1A. Risk Factors</a>	<a href="#">17</a>
<a href="#">1B. Unresolved Staff Comments</a>	<a href="#">35</a>
<a href="#">3. Legal Proceedings</a>	<a href="#">35</a>
<a href="#">4. Mine Safety Disclosures</a>	<a href="#">35</a>
<b><u>PART II</u></b>	
<a href="#">5. Market for Registrant's Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities</a>	<a href="#">36</a>
<a href="#">6. Selected Financial Data</a>	<a href="#">38</a>
<a href="#">7. Management's Discussion and Analysis of Financial Condition and Results of Operations</a>	<a href="#">39</a>
<a href="#">7A. Quantitative and Qualitative Disclosures About Market Risk</a>	<a href="#">60</a>
<a href="#">Cautionary Statement Regarding Forward-Looking Statements</a>	<a href="#">62</a>
<a href="#">8. Financial Statements and Supplementary Data</a>	<a href="#">63</a>
<a href="#">9. Changes in and Disagreements with Accountants on Accounting and Financial Disclosure</a>	<a href="#">109</a>
<a href="#">9A. Controls and Procedures</a>	<a href="#">109</a>
<a href="#">9B. Other Information</a>	<a href="#">109</a>
<b><u>PART III</u></b>	
<a href="#">10. Directors, Executive Officers and Corporate Governance</a>	<a href="#">110</a>
<a href="#">11. Executive Compensation</a>	<a href="#">114</a>
<a href="#">12. Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters</a>	<a href="#">126</a>
<a href="#">13. Certain Relationships and Related Transactions, and Director Independence</a>	<a href="#">128</a>
<a href="#">14. Principal Accounting Fees and Services</a>	<a href="#">130</a>
<b><u>PART IV</u></b>	
<a href="#">15. Exhibits, Financial Statement Schedules</a>	<a href="#">131</a>
<a href="#">Signatures</a>	<a href="#">138</a>

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Unless the context otherwise indicates, all references to “Phillips 66 Partners LP,” “the Partnership,” “us,” “our,” “we,” or similar expressions refer to Phillips 66 Partners LP, including its consolidated subsidiaries, and references to “Phillips 66” include its consolidated subsidiaries. This Annual Report on Form 10-K contains forward-looking statements including, without limitation, statements relating to our plans, strategies, objectives, expectations and intentions. The words “anticipate,” “estimate,” “believe,” “budget,” “continue,” “could,” “intend,” “may,” “plan,” “potential,” “predict,” “seek,” “should,” “will,” “would,” “expect,” “objective,” “projection,” “forecast,” “goal,” “guidance,” “outlook,” “effort,” “target” and similar expressions identify forward-looking statements. The Partnership does not undertake to update, revise or correct any forward-looking information unless required to do so under the federal securities laws. Readers are cautioned that such forward-looking statements should be read in conjunction with the Partnership’s disclosures under the heading “CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING STATEMENTS.”

## PART I

### Items 1 and 2. BUSINESS AND PROPERTIES

#### ORGANIZATIONAL STRUCTURE

Phillips 66 Partners LP, headquartered in Houston, Texas, is a Delaware limited partnership formed in 2013 by Phillips 66 Company and Phillips 66 Partners GP LLC (our General Partner), both wholly owned subsidiaries of Phillips 66. On July 26, 2013, we completed our initial public offering (the Offering), and our common units trade on the New York Stock Exchange (NYSE) under the symbol PSXP. On August 1, 2015, Phillips 66 Company transferred all of its limited partner interest in us and its 100 percent interest in our General Partner to its wholly owned subsidiary, Phillips 66 Project Development Inc. (Phillips 66 PDI). As of December 31, 2016, Phillips 66, through Phillips 66 PDI, owned 64,047,024 common units, representing a 58.6 percent limited partner interest, as well as a 100 percent interest in our General Partner, which owned 2,187,386 general partner units, representing a 2.0 percent general partner interest.

We are a growth-oriented master limited partnership formed to own, operate, develop and acquire primarily fee-based crude oil, refined petroleum product and natural gas liquids (NGL) pipelines and terminals, as well as other midstream assets. We are managed and operated by the executive officers of our General Partner, with oversight provided by its Board of Directors. Neither we nor our subsidiaries have any employees. Our General Partner has the sole responsibility for providing the employees and other personnel necessary to conduct our operations.

We generate revenue primarily by charging tariffs and fees for transporting crude oil, refined petroleum products and NGL through our pipelines, and terminaling and storing crude oil, refined petroleum products and NGL at our terminals, rail racks and storage facilities. In addition, we also generate revenue from the fractionation of NGL. Our equity affiliates generate revenue primarily from transporting and terminaling NGL, refined petroleum products and crude oil. Since we do not own any of the crude oil, refined petroleum products and NGL we handle, and do not engage in the trading of these commodities, we have limited direct exposure to risks associated with fluctuating commodity prices, although these risks indirectly influence our activities and results of operations over the long term.

We have multiple commercial agreements with Phillips 66, including transportation services agreements, terminal services agreements, storage services agreements, stevedoring services agreements, a fractionation services agreement and rail terminal services agreements. Under many of these agreements, Phillips 66 commits to provide us with minimum quarterly throughput volumes or minimum monthly capacity or service fees. If Phillips 66 fails to transport, throughput or store its minimum throughput volume during any quarter, then Phillips 66 will pay us a deficiency payment based on the calculation described in the agreement. We believe these agreements promote stable and predictable cash flows and they are the source of a substantial portion of our revenue. We also have several other agreements with Phillips 66, including an amended omnibus agreement and an operational services agreement. See Note 20—Related Party Transactions, in the Notes to Consolidated Financial Statements, for a summary of all related party agreements.

Our operations consist of one reportable segment and are all conducted in the United States. See Item 8. Financial Statements and Supplementary Data, for financial information on our operations and assets.

## 2016 DEVELOPMENTS

### ***River Parish Acquisition***

On November 17, 2016, we acquired from a third party an NGL logistics system (formerly called the TENDS Pipeline System) in southeast Louisiana. The system includes approximately 500 miles of pipeline and storage caverns connecting multiple third-party fractionators, a petrochemical plant and several refineries, including the Phillips 66 Alliance Refinery.

### ***Eagle Acquisition***

On October 14, 2016, we acquired from Phillips 66 pipeline and terminal assets supporting four Phillips 66-operated refineries (the Eagle Acquisition).

### ***Explorer Equity Investment Acquisition***

On August 9, 2016, we acquired an additional 2.48 percent equity interest in Explorer Pipeline Company (Explorer). The acquisition increased our interest in Explorer to 21.94 percent.

### ***Formation of STACK Pipeline Joint Venture***

On August 3, 2016, we and a co-venturer formed STACK Pipeline LLC, a 50/50 joint venture that owns and operates a crude oil storage terminal and a common carrier pipeline that transports crude oil from the Sooner Trend, Anadarko Basin, Canadian and Kingfisher Counties play in northwestern Oklahoma to Cushing, Oklahoma.

### ***Fractionator Acquisitions***

#### ***Initial Fractionator Acquisition***

On March 1, 2016, we acquired a 25 percent controlling interest in Phillips 66 Sweeny Frac LLC (Sweeny Frac LLC) (the Initial Fractionator Acquisition). Sweeny Frac LLC owns the Sweeny NGL Fractionator (Sweeny Frac) and Clemens Caverns NGL storage facility. In September 2015, operations began at the Clemens Caverns, an NGL salt dome storage facility located near Brazoria, Texas; and in December 2015, the Sweeny Frac became operational.

#### ***Subsequent Fractionator Acquisition***

On May 10, 2016, we acquired the remaining 75 percent interest in Sweeny Frac LLC and 100 percent of Standish Pipeline (the Subsequent Fractionator Acquisition). Standish Pipeline is a refined petroleum product pipeline system extending from Phillips 66's refinery in Ponca City, Oklahoma, to the Partnership's terminal in Wichita, Kansas.

## SUMMARY OF ASSETS AND OPERATIONS

At December 31, 2016, our assets consisted of the following systems:

- *Clifton Ridge Crude System.* A crude oil pipeline, terminal and storage system located in Sulphur, Louisiana, that is the primary source for delivery of crude oil to Phillips 66's Lake Charles Refinery.
- *Eagle Ford Gathering System.* A crude oil gathering system that consists of two pipelines and a storage facility near Helena and Tilden, Texas. The gathering system connects Eagle Ford production to third-party pipelines.
- *Ponca Crude System.* A crude pipeline and terminal system that provides crude supply for Phillips 66's Ponca City Refinery, consisting of 503 miles of pipeline and 1.7 million barrels of storage.
- *Billings Crude System.* A crude pipeline and terminal system that provides crude supply for Phillips 66's Billings Refinery, consisting of a 79 percent undivided interest in a 623-mile pipeline and 570,000 barrels of storage.
- *Borger Crude System.* A crude pipeline and terminal system that provides crude supply for the Phillips 66-operated and jointly owned Borger Refinery, consisting of 1,089 miles of pipeline and 400,000 barrels of storage.

- *Sweeny to Pasadena Products System.* A refined petroleum product pipeline, terminal and storage system extending from Phillips 66's Sweeny Refinery in Old Ocean, Texas, to our refined petroleum product terminal in Pasadena, Texas, and ultimately connecting to the Explorer and Colonial refined petroleum product pipeline systems and other third-party pipeline and terminal systems. This system is the primary distribution outlet for diesel and gasoline produced at Phillips 66's Sweeny Refinery.
- *Hartford Connector Products System.* A refined petroleum product pipeline, terminal and storage system located in Hartford, Illinois, that distributes diesel and gasoline produced at the Phillips 66-operated and jointly owned Wood River Refinery to the Explorer pipeline system and third-party pipeline and terminal systems.
- *Gold Line Products System.* A refined petroleum product pipeline system that runs from the Phillips 66-operated and jointly owned Borger Refinery in Borger, Texas, to Cahokia, Illinois, with access to Phillips 66's Ponca City Refinery, as well as two parallel lateral lines that run from Paola, Kansas, to Kansas City, Kansas. The system includes four terminals located at Wichita, Kansas; Kansas City, Kansas; Jefferson City, Missouri; and Cahokia, Illinois.
- *Cross-Channel Connector Products System.* A refined petroleum product pipeline originating at our Pasadena terminal in Pasadena, Texas, running to terminal facilities located at Kinder Morgan's Pasadena terminal and its Galena Park Station in Galena Park, Texas, and terminating at the Holland Avenue Junction in Galena Park, Texas, where it connects to Magellan's Galena Park terminal and South System Pipeline. This system provides shippers with a connection from our Pasadena terminal to third-party systems with water access on the Houston Ship Channel.
- *Ponca Products System.* A refined products and NGL pipeline and terminal system that provides product takeaway transportation services for Phillips 66's Ponca City Refinery, consisting of 524 miles of pipeline and 1.7 million barrels of storage.
- *Billings Products System.* A refined products pipeline and terminal system that provides product takeaway transportation services for Phillips 66's Billings Refinery, consisting of 342 miles of pipeline and 451,000 barrels of storage.
- *Bayway Products System.* A refined products and NGL terminal system that provides storage services for Phillips 66's Bayway Refinery, consisting of 2 million barrels of storage.
- *Standish Pipeline.* A refined petroleum pipeline system extending from Phillips 66's Ponca City Refinery in Ponca City, Oklahoma, to the Partnership's North Wichita Terminal in Wichita, Kansas.
- *Borger Products System.* A refined products pipeline and terminal system that provides product takeaway transportation services for the Phillips 66-operated Borger Refinery, consisting of 93 miles of pipeline; a 33 percent undivided interest in a 102-mile segment and a 54 percent undivided interest in a 19-mile segment of a 121-mile pipeline; a 50 percent undivided interest in a 293-mile pipeline; and 700,000 barrels of storage.
- *River Parish NGL System.* An NGL pipeline system and storage caverns that includes an approximately 300-mile, bidirectional NGL pipeline system connected to third-party fractionators, refineries and a petrochemical plant. VP Pipeline/EP Pipeline is made up of approximately 200 miles of regulated pipelines that carry raw NGL from a third-party natural gas processing plant to pipeline and fractionation infrastructure. Sorrento Cavern is a salt dome cavern with approximately 1.5 million barrels of NGL storage capacity.
- *Medford Spheres.* Two refinery-grade propylene storage spheres located in Medford, Oklahoma, that provide an outlet for delivery of refinery-grade propylene from Phillips 66's Ponca City Refinery, through interconnections with third-party pipelines, to Mont Belvieu, Texas.
- *Bayway Rail Rack.* A four-track, 120-railcar crude oil receiving facility located in Linden, New Jersey, within Phillips 66's Bayway Refinery. The rail rack unloads crude oil and delivers it to storage tanks within the Bayway Refinery.

- *Ferndale Rail Rack.* A two-track, 54-railcar crude oil receiving facility located in Ferndale, Washington, adjacent to Phillips 66's Ferndale Refinery. The rail rack unloads crude oil and delivers it to storage tanks at the Ferndale Refinery.
- *Sand Hills/Southern Hills Joint Ventures.* We own one-third equity interests in DCP Sand Hills Pipeline, LLC (Sand Hills) and DCP Southern Hills Pipeline, LLC (Southern Hills). The Sand Hills Pipeline transports NGL from plants in the Permian and Eagle Ford basins to fractionation facilities along the Texas Gulf Coast and the Mont Belvieu, Texas, market hub. The Southern Hills Pipeline transports NGL from the Midcontinent to fractionation facilities along the Texas Gulf Coast and the Mont Belvieu market hub.
- *Explorer Pipeline Joint Venture.* We own a 21.94 percent equity interest in Explorer. Explorer is a refined petroleum product pipeline extending from the Texas Gulf Coast to Indiana, transporting refined petroleum products to more than 70 major cities in 16 U.S. states.
- *Bakken Joint Ventures.* We participate in two joint ventures with Paradigm Energy Partners, LLC (Paradigm) that developed and operate midstream logistics infrastructure in North Dakota. We have a 70 percent ownership interest in Phillips 66 Partners Terminal LLC (Phillips 66 Partners Terminal) and a 50 percent ownership interest in Paradigm Pipeline LLC (Paradigm Pipeline). The joint ventures developed and operate the Palermo Rail Terminal and the Sacagawea Pipeline, respectively. The terminal began railcar loading from truck deliveries at the end of 2015. The pipeline began operations in November 2016.
- *Bayou Bridge Pipeline Joint Venture.* A 40 percent interest in Bayou Bridge Pipeline, LLC, a joint venture that is constructing a pipeline system to deliver crude oil from the Beaumont, Texas, area to Lake Charles, Louisiana, which began commercial operations on the segment of its pipeline from Nederland, Texas, to Lake Charles, Louisiana, in April 2016. Further service from Lake Charles to St. James, Louisiana, is scheduled to commence operations in the second half of 2017.
- *STACK Pipeline Joint Venture.* We participate in a joint venture with Plains All American Pipeline, L.P. This joint venture owns and operates a crude storage terminal and a common carrier pipeline that transports crude oil from the Sooner Trend, Anadarko Basin, Canadian and Kingfisher Counties play in northwestern Oklahoma to Cushing, Oklahoma.
- *Sweeny Fractionator and Clemens Caverns.* Sweeny Frac is located adjacent to Phillips 66's Sweeny Refinery in Old Ocean, Texas. Raw NGL supply to the fractionator is delivered from nearby major pipelines, including the Sand Hills Pipeline. The fractionator has a gross capacity of 100,000 barrels per day and is supported by significant infrastructure, including connectivity to two NGL supply pipelines, and a pipeline connecting to the Mont Belvieu market center. The Clemens Caverns is a 7.5 million barrel salt dome storage facility with access to Phillips 66's marine terminal in Freeport, Texas.

## Pipeline Assets

The following table sets forth certain information regarding our pipeline assets as of December 31, 2016. Each system listed below has an associated commercial agreement with Phillips 66.

System Name	Origination/Terminus	Interest	Diameter (Inches)	Length (Miles)	Gross Capacity (MBD)	Commodity Handled	Associated Phillips 66 Refinery
<b>Clifton Ridge Crude System</b>	Clifton Ridge, LA/Lake Charles Refinery	100%	20	10	260	Crude Oil	Lake Charles
<b>Sweeny to Pasadena Products System</b>	Sweeny Refinery/Pasadena, TX	100	12, 18	120	294	Refined Petroleum Products	Sweeny
<b>Hartford Connector Products System</b>							
Wood River Refinery to Hartford, Illinois	Wood River Refinery to Hartford, Illinois	100	12	3	80	Refined Petroleum Products	Wood River
Hartford, Illinois to Explorer Pipeline	Hartford, Illinois to Explorer Pipeline	100	24	1	430	Refined Petroleum Products	Wood River
<b>Gold Line Products System</b>							
Gold Line Pipeline	Borger, TX/East St. Louis, IL	100	8, 16	681	120	Refined Petroleum Products	Borger/Ponca City
Paola Products Pipeline	Paola, KS/Kansas City, KS	100	8, 10	106	96	Refined Petroleum Products	Borger/Ponca City
<b>Cross-Channel Connector Products System</b>	Pasadena, TX/Galena Park, TX	100	20	5	180	Refined Petroleum Products	Sweeny
<b>Eagle Ford Gathering System</b>							
Helena, Texas	Helena, TX	100	6	6	20	Crude Oil	—
Tilden, Texas	Tilden, TX/Whitsett, TX	100	6, 10	22	34	Crude Oil	—
<b>Standish Pipeline</b>	Marland Junction, OK/Wichita, KS	100	18	92	72	Refined Petroleum Products	Ponca City
<b>Ponca Products System</b>							
Cherokee East	Medford, OK/Mount Vernon, MO	100	10, 12	287	55	Refined Petroleum Products	Ponca City
Cherokee North	Ponca City, OK/Arkansas City, KS	100	10	29	57	Refined Petroleum Products	Ponca City
Brown Line	Ponca City, OK/Wichita, KS	100	8, 10	76	26	Natural Gas Liquids	Ponca City
Cherokee South	Ponca City, OK/Oklahoma City, OK	100	8	90	46	Refined Petroleum Products	Ponca City
Medford	Ponca City, OK/Medford, OK	100	4, 6	42	10	Natural Gas Liquids	Ponca City
<b>Ponca Crude System</b>							
Oklahoma Mainline	Wichita Falls, TX/Ponca City, OK	100	12	217	100	Crude Oil	Ponca City
Cushing	Cushing, OK/Ponca City, OK	100	18	62	130	Crude Oil	Ponca City
North Texas Crude	Wichita Falls, TX	100	2, 16	224	28	Crude Oil	Ponca City



System Name	Origination/Terminus	Interest	Diameter (Inches)	Length (Miles)	Gross Capacity (MBD)	Commodity Handled	Associated Phillips 66 Refinery
<b>Billings Products System</b>							
Seminole	Billings, MT/Sinclair, WY	100%	6, 10	342	33	Refined Petroleum Products	Billings
<b>Billings Crude System</b>							
Glacier	Cut Bank, MT/Billings, MT	79	8-12	623	126	Crude Oil	Billings
<b>Borger Products System</b>							
Borger to Amarillo	Borger, TX/Amarillo, TX	100	8, 10	93	76	Refined Petroleum Products	Borger
SAAL	Amarillo, TX/Abernathy, TX	33	6	102	33	Refined Petroleum Products	Borger
SAAL	Abernathy, TX/Lubbock, TX	54	6	19	30	Refined Petroleum Products	Borger
ATA Line	Amarillo, TX/Albuquerque, NM	50	6, 10	293	34	Refined Petroleum Products	Borger
<b>Borger Crude System</b>							
Line O	Cushing, OK/Borger, TX	100	10	276	37	Crude Oil	Borger
Line 80	Gaines, TX/Borger, TX	100	8, 12	237	28	Crude Oil	Borger
WA Line	Odessa, TX/Borger, TX	100	12, 14	289	104	Crude Oil	Borger
West Texas Gathering	Permian Basin	100	4-14	287	115	Crude Oil	Borger
<b>River Parish NGL System</b>	Southeast Louisiana	100	4-20	510	117	NGL	Alliance

The following table sets forth certain information regarding our equity investment pipeline assets as of December 31, 2016 .

System Name	Origination/Terminus	Diameter (Inches)	Length (Miles)	Gross Capacity (MBD)	Commodity Handled	Ownership Interest
Explorer Pipeline	Texas Gulf Coast/Chicago, IL	24, 28	1,830	660	Refined Petroleum Products	21.94%
Sand Hills Pipeline	Permian Basin/Mont Belvieu, TX	20	1,150	280	NGL	33.34%
Southern Hills Pipeline	U.S. Midcontinent/Mont Belvieu, TX	20	941	140	NGL	33.34%
Sacagawea Pipeline	Keene, ND/Stanley, ND	16	91	115	Crude Oil	49.50%
Bayou Bridge Pipeline	Nederland, TX/Lake Charles, LA	30	49	480	Crude Oil	40.00%
STACK Pipeline	Cashion, OK/Cushing, OK	10, 12	54	100	Crude Oil	50.00%

## Terminal, Rail Rack and Storage Assets

The following table sets forth certain information regarding our wholly owned terminal, rail rack and storage assets as of December 31, 2016, each of which currently has an associated commercial agreement with Phillips 66:

Facility Name	Gross Storage Capacity (MBbl)	Gross Loading Capacity (MBD)	Commodity Handled	Location
<b>Clifton Ridge Crude System</b>				
Clifton Ridge	3,410	N/A	Crude Oil	Louisiana
Pecan Grove Storage	142	N/A	Crude Oil	Louisiana
<b>Sweeny to Pasadena Products System</b>				
Pasadena	3,210	65	Refined Petroleum Products	Texas
<b>Hartford Connector Products System</b>				
Hartford	1,075	25	Refined Petroleum Products	Illinois
<b>Gold Line Products System</b>				
East St. Louis	2,085	78	Refined Petroleum Products	Illinois
Jefferson City	110	16	Refined Petroleum Products	Missouri
Kansas City	1,294	66	Refined Petroleum Products	Kansas
Wichita North	679	19	Refined Petroleum Products	Kansas
<b>Medford Spheres</b>	70	N/A	Natural Gas Liquids	Oklahoma
<b>Bayway Rail Rack</b>	N/A	75	Crude Oil	New Jersey
<b>Ferndale Rail Rack</b>	N/A	30	Crude Oil	Washington
<b>Ponca Products System</b>				
Glenpool	627	19	Refined Petroleum Products	Oklahoma
Mt. Vernon Products	363	46	Refined Petroleum Products	Missouri
Mt. Vernon NGL	105	16	Natural Gas Liquids	Missouri
Ponca City Products	51	23	Refined Petroleum Products	Oklahoma
Ponca City NGL	—	6	Natural Gas Liquids	Oklahoma
Wichita South	255	—	Refined Petroleum Products	Kansas
Oklahoma City Products	352	48	Refined Petroleum Products	Oklahoma
<b>Ponca Crude System</b>				
Ponca City	1,200	N/A	Crude Oil	Oklahoma
Cushing	300	N/A	Crude Oil	Oklahoma
Wichita Falls	240	N/A	Crude Oil	Texas
<b>Bayway Products System</b>				
Tremely Point	1,593	39	Refined Petroleum Products	New Jersey
Linden	429	121	Refined Petroleum Products	New Jersey
<b>Billings Products System</b>				
Sheridan	86	15	Refined Petroleum Products	Wyoming
Casper	365	7	Refined Petroleum Products	Montana
<b>Billings Crude System</b>				
Buffalo Crude	300	N/A	Crude Oil	Montana
Billings Crude	270	N/A	Crude Oil	Montana
<b>Borger Products System</b>				
Albuquerque Products	244	18	Refined Petroleum Products	New Mexico
Lubbock Products	179	17	Refined Petroleum Products	Texas
Amarillo Products	277	29	Refined Petroleum Products	Texas
<b>Borger Crude System</b>				
Buxton Crude	400	N/A	Crude Oil	Oklahoma

The following table sets forth certain information regarding our equity investment terminal, rail rack and storage assets as of December 31, 2016 .

System Name	Tank Shell Storage Capacity (MBbl)	Active Terminating Capacity* (MBD)	Commodity Handled	Location	Ownership Interest
<b>Palermo Terminal</b>	206	100	Crude Oil	North Dakota	70%

\*Active terminating capacity represents the amount of railcar loading capacity currently available for use by our customers.

### Marine Assets

The following table sets forth certain information regarding our wholly owned marine assets as of December 31, 2016 , each of which currently has an associated commercial agreement with Phillips 66:

System Name	Dock Throughput Capacity (Thousands of Barrels Hourly)	Commodity Handled	Associated Phillips 66 Refinery
<b>Clifton Ridge Crude System</b>			
Clifton Ridge Ship Dock	48	Crude Oil	Lake Charles
Pecan Grove Barge Dock	6	Crude Oil; Lubricant Base Stocks	Lake Charles
<b>Hartford Connector Products System</b>			
Hartford Barge Dock	3	Dyed Diesel; Naphtha; Lubricant Base Stocks	Wood River

### NGL Assets

The following table sets forth certain information regarding our wholly owned NGL assets as of December 31, 2016 , each of which currently has an associated commercial agreement with Phillips 66:

System Name	Gross Fractionation Capacity (MBbl)	Gross Storage Capacity (MBbl)	Commodity Handled	Location
<b>Sweeny Fractionator</b>	100	N/A	Natural Gas Liquids	Texas
<b>Clemens Caverns</b>	N/A	7,500	Natural Gas Liquids	Texas
<b>River Parish NGL System</b>	N/A	1,500	Natural Gas Liquids	Louisiana

### COMMERCIAL AND OTHER AGREEMENTS WITH PHILLIPS 66

Many of our assets are physically connected to, and integral to the operations of, Phillips 66's wholly owned Lake Charles, Alliance, Sweeny, Ponca City, Bayway, Billings and Ferndale refineries and its jointly owned Wood River and Borger refineries. We have entered into multiple commercial agreements with Phillips 66, which include minimum volume commitments and inflation escalators. Currently, these agreements are the source of a significant portion of our revenue. Under these long-term, fee-based agreements, we provide transportation, terminaling, storage, stevedoring and fractionation services to Phillips 66, and Phillips 66 commits to provide us with minimum quarterly volumes of crude oil, refined petroleum products and NGL or minimum monthly capacity or service fees.

See the "Commercial Agreements," "Amended Operational Services Agreement," "Amended Omnibus Agreement" and "Tax Sharing Agreement" sections of Note 20—Related Party Transactions , in the Notes to Consolidated Financial Statements, for summaries of the terms of these and other agreements with Phillips 66.

## COMPETITION

Many of our assets are subject to contractual relationships with Phillips 66 under our commercial agreements and are directly connected to Phillips 66's owned or operated refineries. As a result, we believe that our crude oil, refined petroleum product and NGL pipelines, terminals, storage facilities, rail racks and fractionator will not face significant competition from other pipelines, terminals, storage facilities, rail racks and fractionators for Phillips 66's transportation and terminaling requirements to and from the refineries we support. If Phillips 66's customers were to reduce their purchases of refined petroleum products, Phillips 66 might only ship the minimum volumes through our pipelines (or pay the shortfall payment if it does not ship the minimum volumes), which would cause a decrease in our revenue. Phillips 66 competes with integrated petroleum companies, which have their own crude oil supplies and distribution and marketing systems, as well as with independent refiners, many of which also have their own distribution and marketing systems. Phillips 66 also competes with other suppliers that purchase refined petroleum products for resale. Many of the entities in which we hold equity investments compete with other interstate and intrastate pipelines, rail and truck fleet operations, including those affiliated with major integrated petroleum and petrochemical companies, in terms of transportation fees, reliability and quality of customer service. Competition in any particular geographic area is affected significantly by the volume of products produced by refineries in that area, the volume of crude oil and natural gas liquids gathered and transported, and by the availability of products and the cost of transportation to that area from distant locations.

## RATES AND SAFETY REGULATIONS

Our common carrier pipeline systems are subject to regulation by various federal, state and local agencies. The Federal Energy Regulatory Commission (FERC) regulates interstate transportation on our common carrier pipeline systems under the Interstate Commerce Act (ICA), the Energy Policy Act of 1992 (EPAAct 1992) and the rules and regulations promulgated under those laws. FERC regulations require that rates for interstate service pipelines that transport crude oil and refined petroleum products (collectively referred to as "petroleum pipelines") and certain other liquids be just and reasonable and must not be unduly discriminatory or confer any undue preference upon any shipper. FERC regulations also require interstate common carrier petroleum pipelines to file with FERC and publicly post tariffs stating their interstate transportation rates and terms and conditions of service. Under the ICA, FERC or interested persons may challenge existing or changed rates or services. FERC is authorized to investigate such changes and may suspend the effectiveness of a new rate for up to seven months. A successful rate challenge could result in a common carrier paying refunds together with interest for the period that the rate was in effect. FERC may also order a pipeline to change its rates, and may require a common carrier to pay shippers reparations for damages sustained for a period up to two years prior to the filing of a complaint. EPAAct 1992 deemed certain interstate petroleum pipeline rates then in effect to be just and reasonable under the ICA. These rates are commonly referred to as "grandfathered rates." Our rates in effect at the time of the passage of EPAAct 1992 for interstate transportation service were deemed just and reasonable and therefore are grandfathered. New rates have since been established after EPAAct 1992 for certain pipeline systems. FERC may change grandfathered rates upon complaint only after it is shown that:

- A substantial change has occurred since enactment in either the economic circumstances or the nature of the services that were a basis for the rate.
- The complainant was contractually barred from challenging the rate prior to enactment of EPAAct 1992 and filed the complaint within 30 days of the expiration of the contractual bar.
- A provision of the tariff is unduly discriminatory or preferential.

EPAAct 1992 required FERC to establish a simplified and generally applicable methodology to adjust tariff rates for inflation for interstate petroleum pipelines. As a result, FERC adopted an indexing rate methodology which, as currently in effect, allows common carriers to change their rates within prescribed ceiling levels that are tied to changes in the Producer Price Index (PPI) for finished goods. FERC's indexing methodology is subject to review every five years. During the five-year period that commenced July 1, 2011, and ended June 30, 2016, common carriers charging indexed rates were permitted to adjust their indexed ceilings annually by PPI plus 2.65 percent. The indexing methodology is applicable to existing rates, including grandfathered rates, with the exclusion of market-based rates. In December 2015, FERC issued a Final Order concluding its five-year review of the indexing methodology. FERC established an index

level permitting annual adjustment of an indexed ceiling by PPI for finished goods plus 1.23 percent for the five-year period commencing July 1, 2016, and ending June 30, 2021. A pipeline is not required to raise its rates up to the indexed ceiling, but it is permitted to do so and rate increases made under the index are presumed to be just and reasonable unless a protesting party can demonstrate that the portion of the rate increase resulting from application of the index is substantially in excess of the pipeline's increase in costs. Under the indexing rate methodology, in any year in which the index is negative, pipelines must file to lower their rates if those rates would otherwise be above the rate ceiling. On October 20, 2016, FERC issued an Advance Notice of Proposed Rulemaking. FERC is seeking comment on a number of proposals, including: (1) whether the Commission should deny any increase in a rate ceiling or an annual index-based rate increase if a pipeline's revenues exceed total costs by 15% for the prior 2 years; (2) a new percentage comparison test that would deny a proposed increase to a pipeline's rate or ceiling level greater than 5% above the barrel-mile cost changes; and (3) a requirement that all pipelines file indexed ceiling levels annually, with the ceiling levels subject to challenge and restricting the pipeline's ability to carry forward the full indexed increase to a future period. The comment period extends until March 17, 2017.

While common carriers often use the indexing methodology to change their rates, they may elect to support proposed rates by using other methodologies such as cost-of-service rate making, market-based rates and settlement rates. A pipeline can follow a cost-of-service approach when seeking to increase its rates above the rate ceiling (or when seeking to avoid lowering rates to the reduced rate ceiling). A common carrier can charge market-based rates if it establishes that it lacks significant market power in the affected markets. In addition, a common carrier can establish rates under settlement if agreed upon by all current shippers. We have used indexed rates and settlement rates for our different pipeline systems. If we used cost-of-service rate making to establish or support our rates, the issue of the proper allowance for federal and state income taxes could arise. In 2005, FERC issued a policy statement stating that it would permit common carriers, among others, to include an income tax allowance in cost-of-service rates to reflect actual or potential tax liability attributable to a regulated entity's operating income, regardless of the form of ownership. Under FERC's policy, a tax pass-through entity seeking such an income tax allowance must establish that its partners or members have an actual or potential income tax liability on the regulated entity's income. Whether a pipeline's owners have such actual or potential income tax liability is subject to review by FERC on a case-by-case basis. Although this policy is generally favorable for common carriers that are organized as pass-through entities, it still entails rate risk due to the FERC's case-by-case review approach. The application of this policy, as well as any decision by FERC regarding our cost of service, may also be subject to review in the courts. On December 23, 2016, FERC issued an Inquiry Regarding the Commission's Policy for Recovery of Income Tax Costs. FERC seeks comment regarding how to address any double recovery resulting from the Commission's current income tax allowance and rate of return policies. The comment period extends until April 7, 2017.

Intrastate services provided by certain of our pipeline systems are subject to regulation by state regulatory authorities. These state regulatory authorities use a complaint-based system of regulation, both as to matters involving rates and priority of access. State regulatory authorities could limit our ability to increase our rates or to set rates based on our costs or order us to reduce our rates and require the payment of refunds to shippers. FERC and state regulatory authorities generally have not investigated rates, unless the rates are the subject of a protest or a complaint. Phillips 66 has agreed not to contest our tariff rates applicable for our transportation services agreements for the term of those agreements. However, FERC or a state regulatory authority could investigate our rates on its own initiative or at the urging of a third party, and this could lead to a refund of previously collected revenue.

### **Pipeline Safety**

Our assets are subject to increasingly strict safety laws and regulations. The transportation and storage of crude oil and refined petroleum products involves a risk that hazardous liquids may be released into the environment, potentially causing harm to the public or the environment. In turn, any such incidents may result in substantial expenditures for response actions, significant government penalties, liability to government agencies for natural resources damages, and significant business interruption. The United States Department of Transportation (DOT) has adopted safety regulations with respect to the design, construction, operation, maintenance, inspection and management of our assets. These regulations contain requirements for the development and implementation of pipeline integrity management programs, which include the inspection and testing of pipelines and necessary maintenance or repairs. These regulations also require that pipeline operation and maintenance personnel meet certain qualifications and that pipeline operators develop comprehensive spill response plans. We are subject to regulation by the DOT under the Hazardous Liquid Pipeline Safety Act of 1979 (the HLPESA). The HLPESA delegated to DOT the authority to develop, prescribe, and enforce minimum federal safety standards for the transportation of hazardous liquids by pipeline. Congress also enacted the

Pipeline Safety Act of 1992 (the PSA), which added the environment to the list of statutory factors that must be considered in establishing safety standards for hazardous liquid pipelines, required regulations be issued to define the term “gathering line” and establish safety standards for certain “regulated gathering lines,” and mandated that regulations be issued to establish criteria for operators to use in identifying and inspecting pipelines located in High Consequence Areas (HCAs), defined as those areas that are unusually sensitive to environmental damage, that cross a navigable waterway, or that have a high population density. In 1996, Congress enacted the Accountable Pipeline Safety and Partnership Act (the APSPA), which limited the operator identification requirement mandate to pipelines that cross a waterway where a substantial likelihood of commercial navigation exists, required that certain areas where a pipeline rupture would likely cause permanent or long-term environmental damage be considered in determining whether an area is unusually sensitive to environmental damage, and mandated that regulations be issued for the qualification and testing of certain pipeline personnel. In the Pipeline Inspection, Protection, Enforcement, and Safety Act of 2006, Congress required mandatory inspections for certain U.S. crude oil and natural gas transmission pipelines in HCAs and mandated that regulations be issued for low-stress hazardous liquid pipelines and pipeline control room management. We are also subject to the Pipeline Safety, Regulatory Certainty and Job Creation Act of 2011, which increased penalties for safety violations, established additional safety requirements for newly constructed pipelines, and required studies of certain safety issues that could result in the adoption of new regulatory requirements for existing pipelines.

DOT’s Pipeline and Hazardous Materials Safety Administration (PHMSA) administers compliance with these statutes and has promulgated comprehensive safety standards and regulations for the transportation of hazardous liquid by pipeline, including regulations for the design and construction of new pipeline systems or those that have been relocated, replaced, or otherwise changed; pressure testing of new pipelines; operation and maintenance of pipeline systems, establishing programs for public awareness and damage prevention, and managing the operation of pipeline control rooms; protection of steel pipelines from the adverse effects of internal and external corrosion; and integrity management requirements for pipelines in HCAs. On January 13, 2017, PHMSA issued a final rule amending federal safety standards for hazardous liquid pipelines. The final rule is the latest step in a lengthy rulemaking process that began in 2010 with a request for comments and continued with publication of a rulemaking proposal in 2015. The general effective date of this final rule is six months from publication in the Federal Register, but it is currently subject to further administrative review in connection with the transition of U.S. presidential administrations. The final rule addresses several areas including reporting requirements for gravity and unregulated gathering lines, inspections after weather or climatic events, leak detection system requirements, revisions to repair criteria and other integrity management revisions. In addition, PHMSA issued new regulations on January 23, 2017, on operator qualification, cost recovery, accident and incident notification and other pipeline safety changes. These new regulations are effective March 24, 2017. These regulations are also subject to potential further review in connection with the transition of U.S. presidential administrations. We do not anticipate that we would be impacted by either of these regulatory initiatives to any greater degree than other similarly situated competitors upon their going into effect.

We monitor the structural integrity of our pipelines through a program of periodic internal assessments using high resolution internal inspection tools, as well as hydrostatic testing and direct assessment that conforms to regulatory standards. We accompany these assessments with a review of the data and repair anomalies, as required, to ensure the integrity of the pipeline. We then utilize sophisticated risk algorithms and a comprehensive data integration effort to ensure that the highest-risk pipelines receive the highest priority for scheduling subsequent integrity assessments. We use external coatings and impressed-current cathodic protection systems to protect against external corrosion. We conduct all cathodic protection work in accordance with National Association of Corrosion Engineers standards. We continually monitor, test, and record the effectiveness of these corrosion inhibiting systems.

### **Product Quality Standards**

Refined petroleum products that we transport are generally sold by our customers for use by the public. Various federal, state and local agencies have the authority to prescribe product quality specifications for products. Changes in product quality specifications or blending requirements could reduce our throughput volumes, require us to incur additional handling costs or require capital expenditures. For example, different product specifications for different markets affect the fungibility of the products in our system and could require the construction of additional storage. If we are unable to recover these costs through increased revenue, our cash flows and ability to pay cash distributions could be adversely affected. In addition, changes in the product quality of the products we receive on our product pipeline systems could reduce or eliminate our ability to blend products.

### **Terminal Safety**

Our operations are subject to regulations promulgated by the U.S. Occupational Safety and Health Administration (OSHA), DOT and comparable state and local regulations. For each of our terminal facilities, we have identified which assets are subject to the jurisdiction of OSHA or DOT. Certain of our terminals are under the dual jurisdiction of DOT and OSHA, whereby certain portions of the terminal are subject to OSHA regulation and other assets at the terminal are subject to DOT regulation due to the type of asset and the configuration of the terminal. Our terminal facilities are operated in a manner consistent with industry safe practices and standards. The tanks designed for crude oil and refined product storage at our terminals are equipped with appropriate emission controls to promote safety. Our terminal facilities have response plans, spill prevention and control plans, and other programs to respond to emergencies.

### **Rail Safety**

Our rail operations are currently limited to crude oil unloading and receiving activities. Generally, rail operations are subject to regulations promulgated by the U.S. Department of Transportation Federal Railroad Administration, PHMSA and comparable state and local regulations. We believe our rail operations are in material compliance with all applicable regulations and meet or exceed current industry standards and practices.

### **Security**

We are also subject to Department of Homeland Security Chemical Facility Anti-Terrorism Standards, which are designed to regulate the security of high-risk chemical facilities, the Transportation Security Administration's Pipeline Security Guidelines, and other comparable state and local regulations. We have an internal program of inspection designed to monitor and provide for compliance with all of these requirements. We believe that we are in material compliance with all applicable laws and regulations regarding the security of our facilities. However, these laws and regulations are subject to changes, or to changes in their interpretation, by the regulatory authorities, and continued and future compliance with such laws and regulations may require us to incur significant expenditures. In addition, any incidents may result in substantial expenditures for response actions, government penalties and business interruption.

While we are not currently subject to governmental standards for the protection of computer-based systems and technology from cyber threats and attacks, proposals to establish such standards are being considered in the U.S. Congress and by U.S. Executive Branch departments and agencies, including the Department of Homeland Security, and we may become subject to such standards in the future. We currently are implementing our own cyber security programs and protocols; however, we cannot guarantee their effectiveness. A significant cyber attack could have a material effect on operations and those of our customers.

## **ENVIRONMENTAL REGULATIONS**

### **General**

Our operations are subject to extensive and frequently changing federal, state and local laws, regulations and ordinances relating to the protection of the environment. Among other things, these laws and regulations govern the emission or discharge of pollutants into or onto the land, air and water, the handling and disposal of solid and hazardous wastes and the remediation of contamination. As with the industry generally, compliance with existing and anticipated environmental laws and regulations increases our overall cost of business, including our capital costs to construct, maintain, operate and upgrade equipment and facilities. While these laws and regulations affect our maintenance capital expenditures and net income, we believe they do not affect our competitive position, as the operations of our competitors are similarly affected. We believe our facilities are in substantial compliance with applicable environmental laws and regulations. However, these laws and regulations are subject to changes, or to changes in their interpretation, by regulatory authorities, and continued and future compliance with such laws and regulations may require us to incur significant expenditures. Additionally, violation of environmental laws, regulations, and permits can result in the imposition of significant administrative, civil and criminal penalties, injunctions limiting our operations, investigatory or remedial liabilities or construction bans or delays in the construction of additional facilities or equipment. Further, a release of hydrocarbons or hazardous substances into the environment could, to the extent the event is not insured, subject us to substantial expenses, including costs to comply with applicable laws and regulations and to resolve claims by third parties for personal injury or property damage, or by the U.S. federal government or state governments for natural resources damages. These impacts could directly and indirectly affect our business and have an adverse impact on our financial position, results of operations and liquidity. We cannot currently determine the amounts of such future impacts.

Expensed environmental costs were \$7 million in 2016 and are expected to be approximately \$4 million in 2017 and \$3 million in 2018. The majority of the environmental expenses forecasted for 2017 and 2018 relate to environmental matters attributable to ownership of our current assets prior to our acquisition of these assets from Phillips 66. Phillips 66 has agreed to retain responsibility for these liabilities. Accordingly, although these amounts would be expensed by us, there would be no required cash outflow from us. See the "Indemnification and Excluded Liabilities" section to follow for additional information on Phillips 66-retained liabilities. Capitalized environmental costs were \$7 million in 2016 and are expected to be approximately \$7 million in 2017 and 2018. These amounts do not include capital expenditures made for other purposes that have an indirect benefit on environmental compliance.

### **Air Emissions and Climate Change**

We are subject to the Federal Clean Air Act (FCAA) and its regulations and comparable state and local statutes and regulations in connection with air emissions from our operations. Under these laws, permits may be required before construction can commence on a new source of potentially significant air emissions, and operating permits may be required for sources that are already constructed. These permits may require controls on our air emission sources, and we may become subject to more stringent regulations requiring the installation of additional emission control technologies.

Future expenditures may be required to comply with the FCAA and other federal, state and local requirements for our various sites, including our pipeline and storage facilities. The impact of future legislative and regulatory developments, if enacted or adopted, could result in increased compliance costs and additional operating restrictions on our business, all of which could have an adverse impact on our financial position, results of operations and liquidity.

These air emissions requirements also affect Phillips 66's domestic refineries from which we directly or indirectly receive the majority of our revenue. Phillips 66 has been required in the past, and will likely be required in the future, to incur significant capital expenditures to comply with new legislative and regulatory requirements relating to its operations. To the extent these capital expenditures have a material effect on Phillips 66, they could have a material effect on our business and results of operations.

In December 2007, Congress passed the Energy Independence and Security Act (EISA) that created a second Renewable Fuels Standard (RFS2). This standard requires the total volume of renewable transportation fuels (including ethanol and advanced biofuels) sold or introduced annually in the United States to rise to 36 billion gallons by 2022. The requirements could reduce future demand for petroleum products and thereby have an indirect effect on certain aspects of our business. For compliance years 2015, 2016 and 2017, the U.S. Environmental Protection Agency (EPA) reduced the statutory volumes of advanced and total renewable fuels using authority granted to it under the EISA. The EPA's regulations pertaining to these compliance years have been or, with respect to 2017, are expected to soon be, legally challenged.

Currently, various legislative and regulatory measures to address greenhouse gas (GHG) emissions (including carbon dioxide, methane and other gases) are in various phases of discussion or implementation. These include existing requirements to report emissions of GHGs to the EPA, and proposed federal legislation and regulation as well as state actions to develop statewide or regional programs, each of which require or could require reductions in our GHG emissions or those of Phillips 66. In addition, the United Nations Framework Convention on Climate Change, commonly known as "the Paris Agreement," entered into force on November 4, 2016. The Paris Agreement could lead to further GHG emission reduction requirements. Requiring reductions in GHG emissions could result in increased costs to (1) operate and maintain our facilities, (2) install new emission controls at our facilities and (3) administer and manage any GHG emissions programs, including acquiring emission credits or allotments. These requirements may also impact Phillips 66's domestic refinery operations and may have an indirect effect on our business, financial condition and results of operations.

In addition, the EPA has proposed and may adopt further regulations under the FCAA addressing GHGs, some of which may directly impact Phillips 66's domestic refinery operations, while others, such as the EPA's Clean Power Plan (CO<sub>2</sub> emission rules for existing fossil fuel-fired electric generating units), may indirectly affect such operations. Both types of impacts may affect our business. Congress continues to consider legislation on GHG emissions, which may include a delay in the implementation of GHG regulations by the EPA or a limitation on the EPA's authority to regulate GHGs, although the ultimate adoption and form of any federal legislation cannot presently be predicted. The impact of future regulatory and legislative developments, if adopted or enacted, including any cap-and-trade program, is likely to result in increased compliance costs, increased utility costs, additional operating restrictions on our business, and an increase in

the cost of products generally. Although such costs may impact our business directly or indirectly by impacting Phillips 66's facilities or operations, the extent and magnitude of that impact cannot be reliably or accurately estimated due to the present uncertainty regarding the additional measures and how they will be implemented.

### **Waste Management and Related Liabilities**

To some extent, the environmental laws and regulations affecting our operations relate to the release of hazardous substances or solid wastes into soils, groundwater, and surface water, and include measures to control pollution of the environment. These laws generally regulate the generation, storage, treatment, transportation, and disposal of solid and hazardous waste. They also require corrective action, including investigation and remediation, at a facility where such waste may have been released or disposed.

The Comprehensive Environmental Response, Compensation, and Liability Act (CERCLA), which is also known as Superfund, and comparable state laws impose liability, without regard to fault or to the legality of the original conduct, on certain classes of persons that contributed to the release of a "hazardous substance" into the environment. These persons include the former and present owner or operator of the site where the release occurred and the transporters and generators of the hazardous substances found at the site. Under CERCLA, these persons may be subject to joint and several liabilities for the costs of cleaning up the hazardous substances that have been released into the environment, for damages to natural resources, and for the costs of certain health studies. CERCLA also authorizes the EPA and, in some instances, third parties to act in response to threats to the public health or the environment and to seek to recover from the responsible classes of persons the costs they incur. It is not uncommon for neighboring landowners and other third parties to file claims for personal injury and property damage allegedly caused by hazardous substances or other pollutants released into the environment. In the course of our ordinary operations, we generate waste that falls within CERCLA's definition of a "hazardous substance" and, as a result, may be jointly and severally liable under CERCLA for all or part of the costs required to clean up sites.

We also generate solid wastes, including hazardous wastes, that are subject to the requirements of the Resource Conservation and Recovery Act (RCRA) and comparable state statutes. From time to time, the EPA considers the adoption of stricter disposal standards for non-hazardous wastes. Hazardous wastes are subject to more rigorous and costly disposal requirements than are non-hazardous wastes. Any changes in the regulations could increase our maintenance capital expenditures and operating expenses. We continue to seek methods to minimize the generation of hazardous wastes in our operations.

We currently own and lease, and Phillips 66 has in the past owned and leased, properties where hydrocarbons are being handled or for many years have been handled. Although we have utilized operating and disposal practices that were standard in the industry at the time, hydrocarbons or other waste may have been disposed of or released on or under the properties owned or leased by us or on or under other locations where these wastes have been taken for disposal. In addition, many of these properties have been operated by third parties whose treatment and disposal or release of hydrocarbons or other wastes were not under our control. These properties and wastes disposed thereon may be subject to CERCLA, RCRA and analogous state laws. Under these laws, we could be required to remove or remediate previously disposed wastes (including wastes disposed of or released by prior owners or operators), to clean up contaminated property (including contaminated groundwater), or to perform remedial operations to prevent further contamination.

### **Water**

Our operations can result in the discharge of pollutants, including crude oil and petroleum products. Regulations under the Water Pollution Control Act of 1972 (Clean Water Act), Oil Pollution Act of 1990 (OPA 90) and comparable state laws impose regulatory burdens on our operations. Spill Prevention Control and Countermeasure (SPCC) requirements of federal laws and some state laws require containment to prevent or mitigate contamination of navigable waters in the event of an oil overflow, rupture, or leak. For example, the Clean Water Act requires us to maintain SPCC plans at many of our facilities. We maintain numerous discharge permits as required under the National Pollutant Discharge Elimination System program of the Clean Water Act and have implemented systems to oversee our compliance efforts.

In addition, the transportation and storage of crude oil and petroleum products over and adjacent to water involves risk and subjects us to the provisions of OPA 90 and related state requirements. Among other requirements, OPA 90 requires the owner or operator of a vessel or a facility to maintain an emergency plan to respond to releases of oil or hazardous substances. Also, in case of any such release, OPA 90 requires the responsible entity to pay resulting removal costs and damages. OPA 90 also provides for civil penalties and imposes criminal sanctions for violations of its provisions. We operate facilities at which releases of oil and hazardous substances could occur. We have implemented emergency spill response plans for all of our components and facilities covered by OPA 90 and we have established SPCC plans for facilities subject to Clean Water Act SPCC requirements. Construction or maintenance of our pipelines, terminals and storage facilities may impact wetlands, which are also regulated under the Clean Water Act by the EPA and the United States Army Corps of Engineers. Regulatory requirements governing wetlands (including associated mitigation projects) may result in the delay of our projects while we obtain necessary permits and may increase the cost of new projects and maintenance activities.

#### **Employee Safety**

We are subject to requirements promulgated by OSHA and comparable state statutes that regulate the protection of the health and safety of workers. In addition, the OSHA hazard communication standard requires that information be maintained about hazardous materials used or produced in our operations and that this information be provided to employees, state and local government authorities and citizens. We believe that our operations are in substantial compliance with OSHA requirements, including general industry standards, record keeping requirements, and monitoring of occupational exposure to regulated substances.

#### **Endangered Species Act**

The Endangered Species Act restricts activities that may affect endangered species or their habitats. While some of our facilities are in areas that may be designated as habitats for endangered species, we believe that we are in substantial compliance with the Endangered Species Act. However, the discovery of previously unidentified endangered species could cause us to incur additional costs or become subject to operating restrictions or bans in the affected area.

#### **Hazardous Materials Transportation Requirements**

The DOT regulations affecting pipeline safety require pipeline operators to implement measures designed to reduce the environmental impact of crude oil and petroleum products discharge from onshore crude oil and petroleum product pipelines. These regulations require operators to maintain comprehensive spill response plans, including extensive spill response training for pipeline personnel. In addition, the DOT regulations contain detailed specifications for pipeline operation and maintenance. We believe our operations are in substantial compliance with these regulations. The DOT also has a pipeline integrity management rule, with which we are in substantial compliance.

#### **Indemnification and Excluded Liabilities**

Under our amended omnibus agreement and pursuant to the terms of various agreements under which we acquired assets from Phillips 66, Phillips 66 will indemnify us, or assume responsibility, for certain environmental liabilities, tax liabilities, litigation and any other liabilities attributable to the ownership or operation of the assets contributed to us and that arose prior to the effective date of each acquisition. These indemnifications and exclusions from liability have, in some cases, time limits and deductibles. When Phillips 66 performs under any of these indemnifications or exclusions from liability, we recognize a non-cash expense and an associated non-cash capital contribution from our General Partner, as these are considered liabilities paid for by a principal unitholder.

We have assumed, and have agreed to pay, discharge and perform as and when due, all liabilities arising out of or attributable to the ownership or operation of the assets, or other activities occurring in connection with and attributable to the ownership or operation of the assets, from and after the effective date of each acquisition.

### **GENERAL**

#### **Major Customer**

Phillips 66 accounted for 95 percent, 94 percent and 95 percent of our total operating revenues in the years ended December 31, 2016, 2015 and 2014, respectively. Through our wholly owned and joint venture operations, we provide crude oil, refined petroleum products and NGL pipeline transportation, terminaling and storage, and crude oil gathering, NGL fractionation and rail-unloading services to Phillips 66 and other related and third parties.

### **Seasonality**

The volumes of crude oil, refined petroleum products and NGL transported in our wholly owned and joint venture pipelines, stored in our terminals, rail racks and storage facilities and processed through our fractionator are directly affected by the level of supply and demand for crude oil, refined petroleum products and NGL in the markets served directly or indirectly by our assets. The effects of seasonality on our revenue should be substantially mitigated through the use of our fee-based commercial agreements with Phillips 66 that include minimum volume commitments.

### **Pipeline Control Operations**

Our wholly owned pipeline systems are operated from a central control room owned and operated by Phillips 66, located in Bartlesville, Oklahoma. The control center operates with a supervisory control and data acquisition system equipped with computer systems designed to continuously monitor operational data. Monitored data includes pressures, temperatures, gravities, flow rates and alarm conditions. The control center operates remote pumps, motors, and valves associated with the receipt and delivery of crude oil and refined petroleum products, and provides for the remote-controlled shutdown of pump stations on the pipeline systems. A fully functional back-up operations center is also maintained and routinely operated throughout the year to ensure safe and reliable operations. Our recently acquired River Parish NGL system will continue to utilize the previous owner's control room until the transition of this system to Phillips 66's control room is complete in 2017.

### **Employees**

We are managed and operated by the executive officers of our General Partner with oversight provided by its Board of Directors. Neither we nor our subsidiaries have any employees. Our General Partner has the sole responsibility for providing the employees and other personnel necessary to conduct our operations. As of December 31, 2016, Phillips 66 employed approximately 550 people who provided direct support for our operations. We believe that Phillips 66 has a satisfactory relationship with those employees.

### **Website Access to SEC Reports**

Our Internet website address is <http://www.phillips66partners.com> . Information contained on our Internet website is not part of this Annual Report on Form 10-K.

Our Annual Reports on Form 10-K, quarterly reports on Form 10-Q and current reports on Form 8-K, as well as any amendments and exhibits to these reports, filed or furnished pursuant to Section 13(a) or 15(d) of the Securities Exchange Act of 1934, are available on our website, free of charge, as soon as reasonably practicable after such reports are filed with, or furnished to, the Securities and Exchange Commission (the SEC). Alternatively, you may access these reports at the SEC's website at <http://www.sec.gov> . We also post on our website our beneficial ownership reports filed by officers and directors of our General Partner, as well as principal security holders, under Section 16(a) of the Securities Exchange Act of 1934, governance guidelines, audit and conflicts committee charters, code of business ethics and conduct, and information on how to communicate directly with our General Partner's Board of Directors.

## Item 1A. RISK FACTORS

You should carefully consider the risks described below with all of the other information included in this Annual Report on Form 10-K. Each of these risk factors could adversely affect our business, operating results and financial condition, as well as adversely affect the value of an investment in our common units.

### Risks Related to Our Business

***Phillips 66 accounts for a substantial portion of our revenue. If Phillips 66 changes its business strategy, and is unable to satisfy its obligations under our commercial agreements or significantly reduces the volumes transported through our pipelines or terminals or stored at our storage assets, our financial condition, results of operations, cash flows, and ability to make distributions to our unitholders would be materially and adversely affected.***

We derive a substantial portion of our revenue from multiple commercial agreements with Phillips 66. Any event that materially and adversely affects Phillips 66's financial condition, results of operations or cash flows may adversely affect our ability to sustain or increase cash distributions to our unitholders. Accordingly, we are indirectly subject to the operational and business risks of Phillips 66, the most significant of which include the following:

- The effects of changing commodity prices and refining, marketing and petrochemical margins.
- The ability to obtain credit and financing on acceptable terms in light of current uncertainty and illiquidity in credit and capital markets, which could also adversely affect the financial strength of business partners.
- A deterioration in Phillips 66's credit profile could increase Phillips 66's costs of borrowing money and limit Phillips 66's access to the capital markets and commercial credit, which could also trigger co-venturer rights under Phillips 66's joint venture arrangements.
- The substantial capital expenditures and operating costs required to comply with existing and future environmental laws and regulations, which could also impact or limit Phillips 66's current business plans and reduce product demand.
- The effects of domestic and worldwide political and economic developments could materially reduce Phillips 66's profitability and cash flows.
- Large capital projects can take many years to complete, and market conditions could deteriorate significantly between the project approval date and the project startup date, negatively impacting project returns.
- Investments in joint ventures decrease Phillips 66's ability to manage risk and may adversely affect the distributions that Phillips 66 receives from the joint ventures.
- Significant losses resulting from the hazards and risks of operations may not be fully covered by insurance, and could adversely affect Phillips 66's operations and financial results.
- Interruptions of supply and increased costs as a result of Phillips 66's reliance on third-party transportation of crude oil, natural gas liquids (NGL) and refined products.
- Increased regulation of hydraulic fracturing could result in reductions or delays in domestic production of crude oil and NGL, which could adversely impact Phillips 66's results of operations.
- Competitors that produce their own supply of feedstocks, have more extensive retail outlets, or have greater financial resources may have a competitive advantage over Phillips 66.
- Potential losses from Phillips 66's forward-contract and derivative transactions may have an adverse impact on its results of operations and financial condition.
- A significant interruption in one or more of Phillips 66's facilities could adversely affect business.

- Any decision by Phillips 66 to temporarily or permanently curtail or shut down operations at one or more of its domestic refineries or other facilities and reduce or terminate its obligations under our commercial agreements.
- Phillips 66's performance depends on the uninterrupted operation of its refineries and other facilities, which are becoming increasingly dependent on information technology systems, which are subject to disruptions.
- Potential indemnification of ConocoPhillips by Phillips 66 for various matters related to Phillips 66's separation from ConocoPhillips may have an adverse impact on its results of operations and financial condition.

Phillips 66 is not obligated to use our services with respect to volumes of crude oil, NGL or products in excess of the minimum volume commitments under its commercial agreements with us.

***We may not generate sufficient distributable cash flow to support the payment of the minimum quarterly distribution to our unitholders.***

The amount of cash we can distribute on our units principally depends upon the amount of cash we generate from our operations, which will fluctuate from quarter to quarter based on, among other things:

- The volume of NGL, crude oil and refined petroleum products we transport and terminal and the volume of NGL we fractionate.
- The rates with respect to volumes that we transport, store, terminal and fractionate.
- Changes in revenue we realize under the loss allowance provisions of our regulated tariffs resulting from changes in underlying commodity prices.

In addition, the actual amount of distributable cash flow we generate will also depend on other factors, some of which are beyond our control, including:

- The amount of our operating expenses and general and administrative expenses, including reimbursements to Phillips 66, which are not subject to any caps or other limits, in respect of those expenses.
- The application by Phillips 66 of any remaining credit amounts to any volumes handled by our assets after the expiration or termination of our commercial agreements.
- The application by Phillips 66 of credit amounts under our throughput and deficiency agreements, which may be applied towards deficiency payments in future periods.
- The level of maintenance capital expenditures we make.
- Our debt service requirements and other liabilities.
- Our ability to borrow funds and access capital markets.
- Restrictions contained in our revolving credit facility and other debt service requirements.
- Changes in commodity prices.
- Other business risks affecting our cash levels.

***Phillips 66 may suspend, reduce or terminate its obligations under our commercial agreements, which could have a material adverse effect on our financial condition, results of operations, cash flows and ability to make distributions to our unitholders.***

Our commercial agreements and operational services agreement with Phillips 66 include provisions that permit Phillips 66 to suspend, reduce or terminate its obligations under the applicable agreement if certain events occur, such as Phillips 66's determination to suspend refining operations at one of its refineries in which any of our assets are integrated, either permanently or indefinitely for a period that will continue for at least twelve months. Under our commercial agreements, Phillips 66's minimum volume commitments will cover less than 100 percent of the operating capacity of our assets. Any such reduction, suspension or termination of Phillips 66's obligations would have a material adverse effect on our financial condition, results of operations, cash flows and ability to make distributions to our unitholders.

***Certain components of our revenue have exposure to direct commodity price risk.***

We have exposure to direct commodity price risk through the loss allowance provisions of our regulated tariffs and the commodity imbalance provisions of our commercial agreements. Any future losses due to our commodity price risk exposure could adversely affect our results of operations and financial condition and our ability in the future to make distributions to our unitholders. See Item 7A. Quantitative and Qualitative Disclosures About Market Risk, for more information.

***Our operations and Phillips 66's refining operations are subject to many risks and operational hazards, some of which may result in business interruptions and shutdowns of our or Phillips 66's facilities and damages for which we may not be fully covered by insurance. If a significant accident or event occurs that results in a business interruption or shutdown for which we are not adequately insured, our operations and financial results could be materially and adversely affected.***

Our operations are subject to all of the risks and operational hazards inherent in fractionating, transporting, terminaling and storing crude oil, NGL and refined petroleum products, including:

- Damages to pipelines, terminals and facilities, related equipment and surrounding properties caused by earthquakes, tornados, hurricanes, floods, fires, severe weather, explosions and other natural disasters and acts of terrorism.
- Maintenance, repairs, or mechanical or structural failures at our or Phillips 66's facilities or at third-party facilities on which our or Phillips 66's operations are dependent, including electrical shortages, power disruptions and power grid failures.
- Damages to and loss of availability of interconnecting third-party pipelines, terminals and other means of delivering crude oil, feedstocks, NGL and refined petroleum products.
- Disruption or failure of information technology systems and network infrastructure due to various causes, including unauthorized access or attack.
- Curtailments of operations due to severe seasonal weather.
- Riots, strikes, lockouts or other industrial disturbances.
- Inadvertent damage to pipelines from construction, farm and utility equipment.

These risks could result in substantial losses due to personal injury and/or loss of life, severe damage to and destruction of property and equipment and pollution or other environmental damage, as well as business interruptions or shutdowns of our facilities. Any such event or unplanned shutdown could have a material adverse effect on our business, financial condition and results of operations. In addition, Phillips 66's refining operations, on which our operations are substantially dependent, are subject to similar operational hazards and risks inherent in refining crude oil. A serious accident at our facilities or at Phillips 66's facilities could result in serious injury or death to our employees or contractors

or those of Phillips 66 or its affiliates and could expose us to significant liability for personal injury claims and reputational risk. We have no control over the operations at Phillips 66's refineries and their associated facilities.

We do not maintain insurance coverage against all potential losses and could suffer losses for uninsurable or uninsured risks or in amounts in excess of existing insurance coverage. We carry separate policies for certain property damage, business interruption and third-party liabilities, which includes pollution liabilities, and are also insured under certain of Phillips 66's liability policies and are subject to Phillips 66's policy limits under these policies. The occurrence of an event that is not fully covered by insurance or failure by one or more insurers to honor its coverage commitments for an insured event could have a material adverse effect on our business, financial condition and results of operations.

***If we are unable to make acquisitions on economically acceptable terms from Phillips 66 or third parties, our future growth could be limited, and any acquisitions we may make may reduce, rather than increase, our cash flows and ability to make distributions to our unitholders.***

A portion of our strategy to grow our business and increase distributions to our unitholders is dependent on our ability to make acquisitions that result in an increase in distributable cash flow per unit. The acquisition component of our growth strategy is based, in large part, on our expectation of ongoing divestitures of transportation and storage assets by industry participants, including Phillips 66.

If we are unable to make acquisitions from Phillips 66 or third parties because (1) there is a material decrease in divestitures of transportation and storage assets, (2) we are unable to identify attractive acquisition candidates or negotiate acceptable purchase contracts, (3) we are unable to obtain financing for these acquisitions on economically acceptable terms, (4) we are outbid by competitors or (5) for any other reason, our future growth and ability to increase distributions will be limited. Furthermore, even if we do consummate acquisitions that we believe will be accretive, they may in fact result in a decrease in distributable cash flow per unit as a result of incorrect assumptions in our evaluation of such acquisitions or unforeseen consequences or other external events beyond our control. If we consummate any future acquisitions, unitholders will not have the opportunity to evaluate the economic, financial and other relevant information that we will consider in evaluating any such acquisitions.

***Failure to successfully combine our business with assets or businesses we acquire in executing our growth strategy or an inaccurate estimate by us of the benefits to be realized from any such acquisition, may adversely affect our future results.***

Any acquisition of assets or businesses involves potential risks, including:

- The failure to realize expected profitability, growth or accretion.
- Environmental or regulatory compliance matters or liabilities.
- Title or permit issues.
- The diversion of management's attention from our existing businesses.
- The incurrence of significant charges, such as impairment of goodwill, or property, plant and equipment or restructuring charges.
- The incurrence of unanticipated liabilities and costs for which indemnification is unavailable or inadequate.

The expected benefits from an acquisition may not be realized if our estimates of the potential net cash flows associated with the acquisition are materially inaccurate or if we fail to identify operating problems or liabilities associated with the acquisition. The accuracy of our estimates of the potential net cash flows attributable to an acquisition is inherently uncertain. If problems are identified after closing of an acquisition, we may have limited recourse against the seller.

If any of these risks or unanticipated liabilities or costs were to materialize, any desired benefits from an acquisition may not be fully realized, if at all, and our future financial performance, results of operations and cash available for distribution could be negatively impacted.

***Our expansion of existing assets and construction of new assets may not result in revenue increases and will be subject to regulatory, environmental, political, legal and economic risks, which could adversely affect our operations and financial condition.***

In order to optimize our existing asset base, we intend to evaluate and capitalize on organic opportunities for expansion projects in order to increase revenue on our pipeline, terminal, fractionation and storage systems. The expansion of an existing pipeline, terminal, fractionation or storage facility, such as by adding horsepower, pump stations or loading/unloading racks, or the construction of a new pipeline, terminal, fractionator or storage asset, involves numerous regulatory, environmental, political and legal uncertainties, most of which are beyond our control. If we undertake these projects, they may not be completed on schedule, at the budgeted cost, or at all. Moreover, we may not receive sufficient long-term contractual commitments from customers to provide the revenue needed to support such projects and we may be unable to negotiate acceptable interconnection agreements with third-party pipelines to provide destinations for increased throughput. Even if we receive such commitments or make such interconnections, we may not realize an increase in revenue for an extended period of time. As a result, new facilities may not be able to attract enough throughput to achieve our expected investment return, which could materially and adversely affect our results of operations and financial condition and our ability in the future to make distributions to our unitholders.

***Our investments in joint ventures involve numerous risks that may affect the ability of these joint ventures to make distributions to us.***

We conduct some of our operations through joint ventures in which we share control with our joint venture participants. Our joint venture participants may have economic, business or legal interests or goals that are inconsistent with those of the joint venture or us, or our joint venture participants may be unable to meet their economic or other obligations, and we may be required to fulfill those obligations alone. Failure by us, or an entity in which we have a joint venture interest, to adequately manage the risks associated with any acquisitions or joint ventures could have a material adverse effect on the financial condition or results of operations of our joint ventures and, in turn, our business and operations. In addition, should any of these risks materialize, it could have a material adverse effect on the ability of the venture to make future distributions to us.

***We do not own all of the land on which our pipelines are located, which could result in disruptions to our operations.***

We do not own all of the land on which our pipelines are located, and therefore, we are subject to the possibility of more onerous terms and increased costs to retain necessary land use if we do not have valid leases or rights-of-way or if such rights-of-way lapse or terminate. We obtain the rights to construct and operate our pipelines on land owned by third parties and governmental agencies, and some of our agreements may grant us those rights for only a specific period of time. Our loss of these rights, through our inability to renew right-of-way contracts or otherwise, could have a material adverse effect on our business, results of operations, financial condition and ability to make cash distributions to our unitholders.

***Restrictions in our revolving credit facility and senior note indenture could adversely affect our business, financial condition, results of operations, ability to make cash distributions to our unitholders and the value of our units.***

We are dependent upon the earnings and cash flows generated by our operations in order to meet any debt service obligations and to allow us to make cash distributions to our unitholders. The operating and financial restrictions and covenants in our revolving credit facility, senior note indenture and any other financing agreements could restrict our ability to finance our future operations or capital needs or to expand or pursue our business activities, which may, in turn, limit our ability to make cash distributions to our unitholders.

The provisions of our revolving credit facility and senior note indenture could affect our ability to obtain future financing and pursue attractive business opportunities and our flexibility in planning for, and reacting to, changes in business conditions. In addition, a failure to comply with the provisions of our revolving credit facility could result in an event of default that would enable our lenders to terminate their commitments and declare any outstanding principal of that debt, together with accrued interest, to be immediately due and payable. If the payment of our debt is accelerated, defaults under our senior note indenture and other debt instruments, if any, may be triggered, and our assets may be insufficient to repay such debt in full, and the holders of our units could experience a partial or total loss of their investment. See Item 7. Management’s Discussion and Analysis of Financial Condition and Results of Operations—Capital Resources and Liquidity, for additional information about our revolving credit facility.

***Our assets and operations are subject to federal, state and local laws and regulations relating to environmental protection and safety, including spills, releases, and pipeline integrity, any of which could require us to make substantial expenditures.***

Our assets and operations involve the transportation of crude oil, NGL and refined petroleum products, which are subject to increasingly stringent federal, state and local laws and regulations related to protection of the environment. These regulations have raised operating costs for the crude oil, NGL and refined petroleum products industry and compliance with such laws and regulations may cause us and Phillips 66 to incur potentially material capital expenditures.

Transportation of crude oil, NGL and refined petroleum products involves inherent risks of spills and releases from our facilities, and can subject us to various federal and state laws governing spills and releases, including reporting and remediation obligations. The costs associated with such obligations can be substantial, as can costs associated with related enforcement matters, including possible fines and penalties. Transportation of such products over water or proximate to navigable water bodies involves inherent risks and could subject us to the provisions of the Oil Pollution Act of 1990 and similar state environmental laws should a spill occur from our pipelines. We and Phillips 66 have contracted with various spill response service companies in the areas in which we transport or store crude oil and refined petroleum products; however, these companies may not be able to adequately contain a “worst case discharge” in all instances, and we cannot ensure that all of their services would be available at any given time. In these and other cases, we may be subject to liability in connection with the discharge of crude oil or petroleum products into navigable waters. We could incur potentially significant additional expenses should we determine that any of our assets are not in compliance with applicable laws and regulations. Our failure to comply with these or any other environmental, safety or pipeline-related regulations could result in the assessment of administrative, civil, or criminal penalties, the imposition of investigatory and remedial liabilities, and the issuance of injunctions that may subject us to additional operational constraints. Any such penalties or liability could have a material adverse effect on our business, financial condition, or results of operations. Even if we are insured or indemnified against such risks, we may be responsible for costs or penalties to the extent our insurers or indemnitors do not fulfill their obligations to us. See Items 1 and 2. Business and Properties—Environmental Regulations and Items 1 and 2. Business and Properties—Rates and Safety Regulations—Pipeline Safety, for additional information.

***Evolving environmental laws and regulations on climate change could adversely affect our financial performance.***

Potential additional laws and regulations regarding climate change could affect our operations. Currently, various U.S. legislative and regulatory agencies and bodies are considering various measures in regard to GHG emissions. These measures include EPA programs to control GHG emissions and state actions to develop statewide or regional programs, each of which could impose reductions in GHG emissions. These actions could result in increased (1) costs to operate and maintain our facilities, (2) capital expenditures to install new emission controls on our facilities and (3) costs to administer and manage any potential GHG emissions regulations or carbon trading or tax programs. These actions could also have an indirect adverse effect on our business if Phillips 66’s refinery operations are adversely affected due to increased regulation of Phillips 66’s facilities or reduced demand for crude oil, refined petroleum products and NGL, and a direct adverse effect on our business from increased regulation of our facilities. See Items 1 and 2. Business and Properties—Environmental Regulations—Air Emissions and Climate Change, for additional information.

***Climate change may adversely affect our facilities and our ongoing operations.***

The potential physical effects of climate change on our operations are highly uncertain and depend upon the unique geographic and environmental factors present. Examples of such effects include rising sea levels at our coastal facilities, changing storm patterns and intensities, and changing temperature levels. As many of our facilities are located near coastal areas or serve refineries in coastal areas, rising sea levels may disrupt our ability to transport crude oil and refined petroleum products. Extended periods of such disruption could have an adverse effect on our results of operations. Similar potential physical effects, impacts and disruptions could affect facilities and operations of Phillips 66, with which our facilities and operations are connected.

***We may be unable to obtain or renew permits necessary for our operations, which could inhibit our ability to do business.***

Our facilities operate under a number of federal and state permits, licenses and approvals with terms and conditions containing a significant number of prescriptive limits and performance standards in order to operate. All of these permits, licenses, approval limits and standards require a significant amount of monitoring, record keeping and reporting in order to demonstrate compliance with the underlying permit, license, approval limit or standard. Noncompliance or incomplete documentation of our compliance status may result in the imposition of fines, penalties and injunctive relief. A decision by a government agency to deny or delay issuing a new or renewed material permit or approval, or to revoke or substantially modify an existing permit or approval, could have a material adverse effect on our ability to continue operations and on our financial condition, results of operations and cash flows.

***Evolving environmental laws and regulations on hydraulic fracturing could have an indirect effect on our financial performance.***

Hydraulic fracturing is a common practice used to stimulate production of crude oil and/or natural gas from dense subsurface rock formations, and is primarily presently regulated by state agencies. However, Congress has in the past and may in the future consider legislation to regulate hydraulic fracturing by federal agencies. Many states have already adopted laws and/or regulations that require disclosure of the chemicals used in hydraulic fracturing, and are considering legal requirements that could impose more stringent permitting, disclosure and well construction requirements on oil and/or natural gas drilling activities. The EPA also has adopted regulations requiring “green completions” of hydraulically fractured wells and is moving forward with, among other things, various regulations relating to certain emission requirements for some midstream equipment. We do not believe these new regulations will have a direct effect on our operations. If new or more stringent federal, state or local legal restrictions relating to such drilling activities or to the hydraulic fracturing process are adopted in areas where our shippers’ producer suppliers operate, those producers could incur potentially significant added costs to comply with such requirements and experience delays or curtailment in the pursuit of production or development activities, which could reduce demand for our transportation and midstream services.

***New and proposed regulations governing fuel efficiency and renewable fuels could have an indirect but material adverse effect on our business.***

Increases in fuel mileage standards and the increased use of renewable fuels could decrease demand for refined petroleum products, which could have an indirect, but material, adverse effect on our business, financial condition and results of operations. For example, in 2007, Congress passed the EISA, which, among other things, sets a target of 35 miles per gallon for the combined fleet of cars and light trucks in the United States by model year 2020, and contains RFS2. In August 2012, the National Highway Traffic Safety Administration enacted regulations establishing an average industry fleet fuel economy standard of 54.5 miles per gallon by 2025. RFS2 presents production and logistics challenges for both the renewable fuels and petroleum refining industries. RFS2 has required, and may in the future continue to require, additional capital expenditures or expenses by Phillips 66 to accommodate increased renewable fuels use. Phillips 66 may experience a decrease in demand for refined petroleum products due to an increase in combined fleet mileage or due to refined petroleum products being replaced by renewable fuels.

***Many of our assets have been in service for many years and require significant expenditures to maintain them. As a result, our maintenance or repair costs may increase in the future.***

Our pipelines, terminals, fractionator and storage assets are generally long-lived assets, and many of them have been in service for many years. The age and condition of our assets could result in increased maintenance or repair expenditures in the future. Any significant increase in these expenditures could adversely affect our results of operations, financial position or cash flows, as well as our ability to make cash distributions to our unitholders.

***Terrorist attacks and threats, cyber attacks, or escalation of military activity in response to these attacks could have a material adverse effect on our business, financial condition or results of operations.***

Terrorist attacks and threats, cyber attacks, or escalation of military activity in response to these attacks may have significant effects on general economic conditions, fluctuations in consumer confidence and spending and market liquidity, each of which could materially and adversely affect our business. Strategic targets, such as energy-related assets and transportation assets, may be at greater risk of future terrorist or cyber attacks than other targets in the United States. We do not maintain specialized insurance for possible liability or loss resulting from a cyber attack on our assets that may shut down all or part of our business. It is possible that any of these occurrences, or a combination of them, could have a material adverse effect on our business, financial condition and results of operations.

***We may incur greater than anticipated costs and liabilities in order to comply with safety regulations, including pipeline integrity management program testing and related repairs.***

The DOT, through its PHMSA, has adopted regulations requiring, among other things, pipeline operators to develop integrity management programs for transmission pipelines located where a leak or rupture could harm HCAs. The regulations require operators, including us, to, among other matters, perform ongoing assessments of pipeline integrity; repair and remediate pipelines as necessary; and implement preventative and mitigating actions. PHMSA is considering whether to revise the integrity management requirements or to include additional pipelines in HCAs, which could have a material adverse effect on our operations and costs of transportation services.

Although some of our facilities fall within a class that is currently not subject to these requirements, we may incur significant costs and liabilities associated with repair, remediation, preventative or mitigation measures associated with our non-exempt pipelines. We have not estimated the costs for any repair, remediation, preventative or mitigating actions that may be determined to be necessary as a result of the testing program, which could be substantial, or any lost cash flows resulting from shutting down our pipelines during the pendency of such repairs. Additionally, should we fail to comply with the DOT or comparable state regulations, we could be subject to penalties and fines.

***The tariff rates of our regulated assets are subject to review and possible adjustment by federal and state regulators, which could adversely affect our revenue and our ability to make distributions to our unitholders.***

Certain of our pipelines provide interstate service that is subject to regulation by FERC. FERC uses prescribed rate methodologies for developing regulated tariff rates for interstate oil and product pipelines. Our tariff rates approved by FERC may not recover all of our costs of providing services. In addition, these methodologies and changes to FERC's approved rate methodologies, or challenges to our application of an approved methodology, could also adversely affect our rates. For example, on October 20, 2016, FERC issued an Advance Notice of Proposed Rulemaking seeking comment on a number of proposals that could impose various limits on increases in a rate ceiling or an annual index-based rate increase. Comments were due on January 19, 2017 and reply comments are due March 17, 2017.

Shippers may protest (and FERC may investigate) the lawfulness of new or changed tariff rates. FERC can suspend those tariff rates for up to seven months and can also require refunds of amounts collected pursuant to rates that are ultimately found to be unlawful and prescribe new rates prospectively. FERC and interested parties can also challenge tariff rates that have become final and effective. Under our existing commercial agreements, Phillips 66 has agreed not to challenge, or to cause others to challenge or assist others in challenging, our tariff rates in effect during the term of the agreements, except to the extent changes to the base tariff rate are inconsistent with FERC's indexing methodology or other rate changing methodologies. This agreement does not prevent other shippers or interested persons from challenging our tariffs, including our tariff rates and proration rules. Due to the complexity of rate making, the

lawfulness of any rate is never assured. A successful challenge of our rates could adversely affect our revenues and our ability to make distributions to our unitholders.

Our pipelines are common carriers and, as a consequence, we may be required to provide service to customers with credit and other performance characteristics with whom we would choose not to do business if permitted to do so.

Certain of our pipelines provide intrastate service that is subject to regulation by various state agencies. These state agencies could limit our ability to increase our rates or to set rates based on our costs or could order us to reduce our rates and could require the payment of refunds to shippers. Such regulation or a successful challenge to our intrastate pipeline rates could adversely affect our financial position, cash flows or results of operations. See Items 1 and 2. Business and Properties—Rates and Safety Regulations, for additional information.

### **Risks Inherent in an Investment in Us**

***Our General Partner and its affiliates, including Phillips 66, have conflicts of interest with us and limited fiduciary duties to us and our unitholders, and they may favor their own interests to our detriment and that of our unitholders. Additionally, we have no control over the business decisions and operations of Phillips 66, and Phillips 66 is under no obligation to adopt a business strategy that favors us.***

As of December 31, 2016, Phillips 66 owned, through Phillips 66 PDI, a 2.0 percent general partner interest and a 58.6 percent limited partner interest in us and owned and controlled our General Partner. Additionally, Phillips 66 continues to own a 50 percent equity interest in DCP Midstream, LLC (DCP Midstream), and a 50 percent equity interest in Chevron Phillips Chemical Company LLC (CPChem). Although our General Partner has a duty to manage us in a manner that is in the best interests of our partnership and our unitholders, the directors and officers of our General Partner also have a duty to manage our General Partner in a manner that is in the best interests of its owner, Phillips 66. Conflicts of interest may arise between Phillips 66 and its affiliates, including our General Partner, on the one hand, and us and our unitholders, on the other hand. In resolving these conflicts, our General Partner may favor its own interests and the interests of its affiliates, including Phillips 66, over the interests of our common unitholders. These conflicts include, among others, the following situations:

- Neither our partnership agreement nor any other agreement requires Phillips 66 to pursue a business strategy that favors us or utilizes our assets. For example, Phillips 66 could decide to increase or decrease refinery production, shut down or reconfigure a refinery, pursue and grow particular markets, or undertake acquisition opportunities, all without regard for the decisions' impact on us. Phillips 66's directors and officers have a fiduciary duty to make these decisions in the best interests of the stockholders of Phillips 66.
- Phillips 66, as our primary customer, has an economic incentive to cause us to not seek higher tariff rates, even if such higher rates or fees would reflect rates and fees that could be obtained in arm's length, third-party transactions.
- Phillips 66 may be constrained by the terms of its debt instruments from taking actions, or refraining from taking actions, that may be in our best interests.
- Our partnership agreement replaces the fiduciary duties that would otherwise be owed by our General Partner with contractual standards governing its duties, limiting our General Partner's liabilities and restricting the remedies available to our unitholders for actions that, without the limitations, might constitute breaches of fiduciary duty.
- Except in limited circumstances, our General Partner has the power and authority to conduct our business without unitholder approval.
- Our General Partner will determine the amount and timing of asset acquisitions and sales, borrowings, issuance of additional partnership securities and the creation, reduction or increase of cash reserves, each of which can affect the amount of cash that is distributed to our unitholders.

- Our General Partner will determine the amount and timing of many of our cash expenditures and whether a cash expenditure is classified as an expansion capital expenditure, which would not reduce operating surplus, or a maintenance capital expenditure, which would reduce our operating surplus. This determination can affect the amount of available cash from operating surplus that is distributed to our unitholders and to our General Partner and the amount of adjusted operating surplus generated in any given period.
- Our General Partner will determine which costs incurred by it are reimbursable by us.
- Our General Partner may cause us to borrow funds in order to permit the payment of cash distributions, even if the purpose or effect of the borrowing is to make incentive distributions.
- Our partnership agreement permits us to classify up to \$60 million as operating surplus, even if it is generated from asset sales, non-working capital borrowings or other sources that would otherwise constitute capital surplus. This cash may be used to fund distributions to our General Partner in respect of the general partner interest or the incentive distribution rights.
- Our partnership agreement does not restrict our General Partner from causing us to pay it or its affiliates for any services rendered to us or entering into additional contractual arrangements with any of these entities on our behalf.
- Our General Partner intends to limit its liability regarding our contractual and other obligations.
- Our General Partner may exercise its right to call and purchase all of the common units not owned by it and its affiliates if it and its affiliates own more than 80 percent of the common units.
- Our General Partner controls the enforcement of obligations owed to us by our General Partner and its affiliates, including our commercial agreements with Phillips 66.
- Our General Partner decides whether to retain separate counsel, accountants or others to perform services for us.
- Our General Partner may elect to cause us to issue common units to it in connection with a resetting of the target distribution levels related to our General Partner's incentive distribution rights without the approval of the conflicts committee of the Board of Directors of our General Partner, which we refer to as our Conflicts Committee, or our unitholders. This election may result in lower distributions to our common unitholders in certain situations.

Under the terms of our partnership agreement, the doctrine of corporate opportunity, or any analogous doctrine, does not apply to our General Partner or any of its affiliates, including its executive officers, directors and owners. Any such person or entity that becomes aware of a potential transaction, agreement, arrangement or other matter that may be an opportunity for us will not have any duty to communicate or offer such opportunity to us. Any such person or entity will not be liable to us or to any limited partner for breach of any fiduciary duty or other duty by reason of the fact that such person or entity pursues or acquires such opportunity for itself, directs such opportunity to another person or entity or does not communicate such opportunity or information to us. This may create actual and potential conflicts of interest between us and affiliates of our General Partner and result in less than favorable treatment of us and our unitholders.

***Our partnership agreement requires that we distribute all of our available cash, which could limit our ability to grow and make acquisitions.***

Our partnership agreement requires that we distribute all of our available cash to our unitholders. As a result, we expect to rely primarily upon external financing sources, including related-party financing from Phillips 66, borrowings under our revolving credit facility and future issuances of equity and debt securities, to fund our acquisitions and expansion capital expenditures. Therefore, to the extent we are unable to finance our growth externally, our cash distribution policy may significantly impair our ability to grow. In addition, because we will distribute all of our available cash, our growth may not be as fast as that of businesses that reinvest their available cash to expand ongoing operations. To the extent we issue additional units in connection with any acquisitions or expansion capital expenditures, the payment of distributions on those additional units may increase the risk that we will be unable to maintain or increase our per unit distribution

level. There are no limitations in our partnership agreement on our ability to issue additional units, including units ranking senior to our common units as to distributions or in liquidation or that have special voting rights and other rights, and our unitholders will have no preemptive or other rights (solely as a result of their status as unitholders) to purchase any such additional units. The incurrence of additional commercial borrowings or other debt to finance our growth strategy would result in increased interest expense, which, in turn, may reduce the amount of cash that we have available to distribute to our unitholders.

***Our partnership agreement replaces our General Partner's fiduciary duties to holders of our common units with contractual standards governing its duties.***

Delaware law provides that Delaware limited partnerships may, in their partnership agreements, expand, restrict or eliminate the fiduciary duties otherwise owed by the general partner to limited partners and the partnership, provided that partnership agreements may not eliminate the implied contractual covenant of good faith and fair dealing. This implied covenant is a judicial doctrine utilized by Delaware courts in connection with interpreting ambiguities in partnership agreements and other contracts, and does not form the basis of any separate or independent fiduciary duty in addition to the express contractual duties set forth in our partnership agreement. Under the implied contractual covenant of good faith and fair dealing, a court will enforce the reasonable expectations of the partners where the language in the partnership agreement does not provide for a clear course of action. As permitted by Delaware law, our partnership agreement contains provisions that eliminate the fiduciary standards to which our General Partner would otherwise be held by state fiduciary duty law and replaces those duties with several different contractual standards. For example, our partnership agreement permits our General Partner to make a number of decisions in its individual capacity, as opposed to in its capacity as our General Partner, free of any duties to us and our unitholders other than the implied contractual covenant of good faith and fair dealing. This provision entitles our General Partner to consider only the interests and factors that it desires and relieves it of any duty or obligation to give any consideration to any interest of, or factors affecting, us, our affiliates or our limited partners. By purchasing a common unit, a unitholder is treated as having consented to the provisions in our partnership agreement, including the provisions discussed above.

***Our partnership agreement restricts the remedies available to holders of our common units for actions taken by our General Partner that might otherwise constitute breaches of fiduciary duty.***

Our partnership agreement contains provisions that restrict the remedies available to unitholders for actions taken by our General Partner that might otherwise constitute breaches of fiduciary duty under state fiduciary duty law. For example, our partnership agreement:

- Provides that whenever our General Partner makes a determination or takes, or declines to take, any other action in its capacity as our General Partner, our General Partner is required to make such determination, or take or decline to take such other action, in good faith, meaning that it subjectively believed that the determination or the decision to take or decline to take such action was in the best interests of the partnership, and will not be subject to any other or different standard imposed by our partnership agreement, Delaware law, or any other law, rule or regulation, or at equity.
- Provides that our General Partner will not have any liability to us or our unitholders for decisions made in its capacity as a general partner so long as it acted in good faith.
- Provides that our General Partner and its officers and directors will not be liable for monetary damages to us or our limited partners resulting from any act or omission unless there has been a final and non-appealable judgment entered by a court of competent jurisdiction determining that our General Partner or its officers and directors, as the case may be, acted in bad faith or engaged in fraud or willful misconduct or, in the case of a criminal matter, acted with knowledge that the conduct was criminal.
- Provides that our General Partner will not be in breach of its obligations under our partnership agreement or its fiduciary duties to us or our limited partners if a transaction with an affiliate or the resolution of a conflict of interest is approved in accordance with, or otherwise meets the standards set forth in, our partnership agreement.

In connection with a situation involving a transaction with an affiliate or a conflict of interest, our partnership agreement provides that any determination by our General Partner must be made in good faith, and that our Conflicts Committee and the Board of Directors of our General Partner are entitled to a presumption that they acted in good faith. In any proceeding brought by or on behalf of any limited partner or the partnership, the person bringing or prosecuting such proceeding will have the burden of overcoming such presumption.

***If you are not both a citizenship eligible holder and a rate eligible holder, your common units may be subject to redemption.***

In order to avoid (1) any material adverse effect on the maximum applicable rates that can be charged to customers by our subsidiaries on assets that are subject to rate regulation by FERC or any analogous regulatory body, and (2) any substantial risk of cancellation or forfeiture of any property, including any governmental permit, endorsement or other authorization, in which we have an interest, we have adopted certain requirements regarding those investors who may own our common units. Citizenship eligible holders are individuals or entities whose nationality, citizenship or other related status does not create a substantial risk of cancellation or forfeiture of any property, including any governmental permit, endorsement or authorization, in which we have an interest, and will generally include individuals and entities who are U.S. citizens. Rate eligible holders are individuals or entities subject to U.S. federal income taxation on the income generated by us or entities not subject to U.S. federal income taxation on the income generated by us, so long as all of the entity's owners are subject to such taxation. If you are not a person who meets the requirements to be a citizenship eligible holder and a rate eligible holder, you run the risk of having your units redeemed by us at the market price as of the date three days before the date the notice of redemption is mailed. The redemption price will be paid in cash or by delivery of a promissory note, as determined by our General Partner. In addition, if you are not a person who meets the requirements to be a citizenship eligible holder, you will not be entitled to voting rights.

***Cost reimbursements, which will be determined in our General Partner's sole discretion, and fees due to our General Partner and its affiliates for services provided will be substantial and will reduce the amount of cash we have available for distribution to our unitholders.***

Under our partnership agreement, we are required to reimburse our General Partner and its affiliates for all costs and expenses that they incur on our behalf for managing and controlling our business and operations. Except to the extent specified under our amended omnibus agreement, amended operational services agreement and tax sharing agreement, our General Partner determines the amount of these expenses. Under the terms of the amended omnibus agreement we will be required to reimburse Phillips 66 for the provision of certain operational and administrative support services to us. Under our amended operational services agreement, we will be required to reimburse Phillips 66 for the provision of certain maintenance, operating, administrative and construction services in support of our operations. Under our tax sharing agreement, we will reimburse Phillips 66 for our share of state and local income and other taxes incurred by Phillips 66 as a result of our results of operations being included in a combined or consolidated tax return filed by Phillips 66. Our General Partner and its affiliates also may provide us other services for which we will be charged fees as determined by our General Partner. The costs and expenses for which we are required to reimburse our General Partner and its affiliates are not subject to any caps or other limits. Payments to our General Partner and its affiliates will be substantial and will reduce the amount of cash we have available to distribute to unitholders.

***Unitholders have very limited voting rights and, even if they are dissatisfied, they cannot remove our General Partner without its consent.***

Unlike the holders of common stock in a corporation, unitholders have only limited voting rights on matters affecting our business and, therefore, limited ability to influence management's decisions regarding our business. For example, unlike holders of stock in a public corporation, unitholders will not have "say-on-pay" advisory voting rights. Unitholders did not elect our General Partner or the Board of Directors of our General Partner and will have no right to elect our General Partner or the Board of Directors of our General Partner on an annual or other continuing basis. The Board of Directors of our General Partner is chosen by the member of our General Partner, which is a wholly owned subsidiary of Phillips 66. Furthermore, if the unitholders are dissatisfied with the performance of our General Partner, they have little ability to remove our General Partner. As a result of these limitations, the price at which our common units trade could be diminished because of the absence or reduction of a takeover premium in the trading price.

The unitholders are unable initially to remove our General Partner without its consent because our General Partner and its affiliates own sufficient units to be able to prevent its removal. The vote of the holders of at least 66 2/3 percent of all outstanding common units voting together as a single class is required to remove our General Partner. Our General Partner and its affiliates own approximately 59.8 percent of our total outstanding common units on an aggregate basis.

Unitholders' voting rights are further restricted by the partnership agreement provision providing that any units held by a person that owns 20 percent or more of any class of units then outstanding, other than our General Partner, its affiliates, their transferees, and persons who acquired such units with the prior approval of the Board of Directors of our General Partner, cannot vote on any matter.

Our partnership agreement also contains provisions limiting the ability of unitholders to call meetings or to acquire information about our operations, as well as other provisions limiting the unitholders' ability to influence the manner or direction of management.

***Our General Partner units or the control of our General Partner may be transferred to a third party without unitholder consent.***

Our General Partner may transfer its general partner units to a third party in a merger or in a sale of all or substantially all of its assets without the consent of the unitholders. Furthermore, there is no restriction in our partnership agreement on the ability of Phillips 66 to transfer its membership interest in our General Partner to a third party. The new owner of our General Partner would then be in a position to replace the Board of Directors and officers of our General Partner with its own choices.

***We may issue additional units without unitholder approval, which would dilute unitholder interests.***

At any time, we may issue an unlimited number of general partner interests or limited partner interests of any type without the approval of our unitholders and our unitholders will have no preemptive or other rights (solely as a result of their status as unitholders) to purchase any such general partner interests or limited partner interests. Further, there are no limitations in our partnership agreement on our ability to issue equity securities that rank equal or senior to our common units as to distributions or in liquidation or that have special voting rights and other rights. The issuance by us of additional common units or other equity securities of equal or senior rank will have the following effects:

- Our unitholders' proportionate ownership interest in us will decrease.
- The amount of cash we have available to distribute on each unit may decrease.
- The ratio of taxable income to distributions may increase.
- The relative voting strength of each previously outstanding unit may be diminished.
- The market price of our common units may decline.

The issuance by us of additional general partner interests may have the following effects, among others, if such general partner interests are issued to a person who is not an affiliate of Phillips 66:

- Management of our business may no longer reside solely with our General Partner.
- Affiliates of the newly admitted general partner may compete with us, and neither that general partner nor such affiliates will have any obligation to present business opportunities to us.

***Phillips 66 may sell units in the public or private markets, and such sales could have an adverse impact on the trading price of the common units.***

At December 31, 2016, Phillips 66 held 64,047,024 common units. We have agreed to provide Phillips 66 with certain registration rights under applicable securities laws. The sale of these units in the public or private markets could have an adverse impact on the price of the common units or on any trading market that may develop.

***Our General Partner's discretion in establishing cash reserves may reduce the amount of cash we have available to distribute to our unitholders.***

Our partnership agreement requires our General Partner to deduct from operating surplus the cash reserves that it determines are necessary to fund our future operating expenditures. In addition, the partnership agreement permits the general partner to reduce available cash by establishing cash reserves for the proper conduct of our business, to comply with applicable law or agreements to which we are a party, or to provide funds for future distributions to partners. These cash reserves will affect the amount of cash we have available to distribute to our unitholders.

***Affiliates of our General Partner, including Phillips 66, DCP Midstream and CPChem, may compete with us, and neither our General Partner nor its affiliates have any obligation to present business opportunities to us.***

Neither our partnership agreement nor our amended omnibus agreement prohibits Phillips 66 or any other affiliates of our General Partner, including DCP Midstream and CPChem, from owning assets or engaging in businesses that compete directly or indirectly with us. Under the terms of our partnership agreement, the doctrine of corporate opportunity, or any analogous doctrine, does not apply to our General Partner or any of its affiliates, including Phillips 66, DCP Midstream and CPChem. Any such entity that becomes aware of a potential transaction, agreement, arrangement or other matter that may be an opportunity for us does not have any duty to communicate or offer such opportunity to us. Consequently, Phillips 66 and other affiliates of our General Partner, including DCP Midstream and CPChem, may acquire, construct or dispose of additional midstream assets in the future without any obligation to offer us the opportunity to purchase any of those assets. As a result, competition from Phillips 66 and other affiliates of our General Partner, including DCP Midstream and CPChem, could materially and adversely impact our results of operations and distributable cash flow.

***Our General Partner has a limited call right that may require you to sell your common units at an undesirable time or price.***

If at any time our General Partner and its affiliates own more than 80 percent of our then-outstanding common units, our General Partner will have the right, but not the obligation, which it may assign to any of its affiliates or to us, to acquire all, but not less than all, of the common units held by unaffiliated persons at a price not less than their then-current market price. As a result, you may be required to sell your common units at an undesirable time or price and may not receive any return on your investment. You may also incur a tax liability upon a sale of your units. Our General Partner and its affiliates owned approximately 59.8 percent of our common units at December 31, 2016.

***Our General Partner, or any transferee holding incentive distribution rights, may elect to cause us to issue common units and general partner units to it in connection with a resetting of the target distribution levels related to its incentive distribution rights, without the approval of our Conflicts Committee or the holders of our common units. This could result in lower distributions to holders of our common units.***

Our General Partner has the right, at any time when it has received distributions on its incentive distribution rights at the highest level to which it is entitled (48 percent, in addition to distributions paid on its 2 percent general partner interest) for each of the prior four consecutive fiscal quarters, to reset the initial target distribution levels at higher levels based on our distributions at the time of the exercise of the reset election. Following a reset election, the minimum quarterly distribution will be adjusted to equal the reset minimum quarterly distribution, and the target distribution levels will be reset to correspondingly higher levels based on percentage increases above the reset minimum quarterly distribution. If our General Partner elects to reset the target distribution levels, it will be entitled to receive a number of common units and general partner units. The number of common units to be issued to our General Partner will be equal to that number of common units that would have entitled their holder to an average aggregate quarterly cash distribution in the prior two quarters equal to the average of the distributions to our General Partner on the incentive distribution rights in such two quarters. Our General Partner will also be issued the number of general partner units necessary to maintain our General Partner's interest in us at the level that existed immediately prior to the reset election. We anticipate that our General Partner would exercise this reset right in order to facilitate acquisitions or internal growth projects that would not be sufficiently accretive to cash distributions per common unit without such conversion. It is possible, however, that our General Partner could exercise this reset election at a time when it is experiencing, or expects to experience, declines in the cash distributions it receives related to its incentive distribution rights and may, therefore, desire to be issued common units rather than retain the right to receive distributions based on the initial target distribution levels. This risk could be elevated if our incentive distribution rights have been transferred to a third party. As a result, a reset election may cause

our common unitholders to experience a reduction in the amount of cash distributions that they would have otherwise received had we not issued new common units and general partner units in connection with resetting the target distribution levels. Additionally, our General Partner has the right to transfer all or any portion of our incentive distribution rights at any time, and such transferee shall have the same rights as the general partner relative to resetting target distributions if our General Partner concurs that the tests for resetting target distributions have been fulfilled.

***Our significant indebtedness and the restrictions in our debt agreements may adversely affect our future financial and operating flexibility.***

We have significant indebtedness and may incur substantial additional indebtedness in the future. Our indebtedness may impose various restrictions and covenants on us that could have material adverse consequences, including:

- Limiting our ability to obtain additional financing, if necessary, for working capital, capital expenditures, acquisitions or other purposes.
- Reducing our funds available for operations, business opportunities and distributions to unitholders because of the amount of our cash flow required to make interest payments on our debt.
- Making us more vulnerable to competitive pressures or a downturn in our business or the economy, generally.
- Limiting our flexibility to respond to changing business and economic conditions.

Our ability to service our debt will depend upon, among other things, our future financial and operating performance, which will be affected by prevailing economic conditions and financial, business, regulatory and other factors, some of which are beyond our control. If our operating results are not sufficient to service any future indebtedness, we will be forced to take actions such as reducing distributions, reducing or delaying our business activities, investments or capital expenditures, selling assets or issuing equity, which could materially and adversely affect our financial condition, results of operations, cash flows and ability to make distributions to unitholders, as well as the trading price of our common units. We may not be able to affect any of these actions on satisfactory terms or at all.

***A deterioration of our credit profile could limit our access to the capital markets, which could materially and adversely affect our business.***

A decrease in our debt or commercial credit capacity, including a deterioration of our credit profile, could increase our costs of borrowing money and/or limit our access to the capital markets and commercial credit, which could materially and adversely affect our business, financial condition, results of operations and cash flows. The terms of our debt arrangements may affect our ability to obtain future financing and pursue attractive business opportunities and our flexibility in planning for, and reacting to, changes in business conditions. In addition, a failure to comply with such terms could result in an event of default that would enable our lenders to declare the outstanding principal of that debt, together with accrued interest, to be immediately due and payable. If the payment of our debt is accelerated, defaults under our other debt instruments, if any, may be triggered. Our assets may be insufficient to repay such debt in full, and the holders of our units could experience a partial or total loss of their investment.

***The NYSE does not require a publicly traded limited partnership like us to comply with certain of its corporate governance requirements.***

We currently list our common units on the NYSE under the symbol PSXP. Because we are a publicly traded limited partnership, the NYSE does not require us to have a majority of independent directors on our General Partner's Board of Directors or to establish a compensation committee or a nominating and corporate governance committee. Additionally, any future issuance of additional common units or other securities, including to affiliates, will not be subject to the NYSE's shareholder approval rules that apply to a corporation. Accordingly, unitholders do not have the same protections afforded to certain corporations that are subject to all of the NYSE corporate governance requirements. See Item 10. Directors, Executive Officers and Corporate Governance, for additional information.

## Tax Risks

***Our tax treatment depends on our status as a partnership for federal income tax purposes. If the Internal Revenue Service (IRS) were to treat us as a corporation for federal income tax purposes, which would subject us to entity-level taxation, or if we were otherwise subjected to a material amount of additional entity-level taxation, then our distributable cash flow to our unitholders would be substantially reduced.***

The anticipated after-tax economic benefit of an investment in the common units depends largely on our being treated as a partnership for federal income tax purposes. We have not requested a ruling from the IRS on this or any other tax matter affecting us.

Despite the fact that we are a limited partnership under Delaware law, it is possible in certain circumstances for a partnership such as ours to be treated as a corporation for federal income tax purposes. A change in our business or a change in current law could cause us to be treated as a corporation for federal income tax purposes or otherwise subject us to taxation as an entity.

If we were treated as a corporation for federal income tax purposes, we would pay federal income tax on our taxable income at the corporate tax rate, which is currently a maximum of 35 percent, and would likely pay state and local income tax at varying rates. Distributions would generally be taxed again as corporate dividends (to the extent of our current and accumulated earnings and profits), and no income, gains, losses, deductions, or credits would flow through to unitholders. Because a tax would be imposed upon us as a corporation, our distributable cash flow would be substantially reduced. In addition, changes in current state law may subject us to additional entity-level taxation by individual states. Because of widespread state budget deficits and other reasons, several states are evaluating ways to subject partnerships to entity-level taxation through the imposition of state income, franchise and other forms of taxation. Imposition of any such taxes may substantially reduce the cash available for distribution to unitholders. Therefore, if we were treated as a corporation for federal income tax purposes or otherwise subjected to a material amount of entity-level taxation, there would be material reduction in the anticipated cash flow and after-tax return to our unitholders, likely causing a substantial reduction in the value of our common units.

Our partnership agreement provides that, if a law is enacted or existing law is modified or interpreted in a manner that subjects us to taxation as a corporation or otherwise subjects us to entity-level taxation for federal, state or local income tax purposes, the minimum quarterly distribution amount and the target distribution levels may be adjusted to reflect the impact of that law on us.

The present federal income tax treatment of publicly traded partnerships, including us, or an investment in our common units may be modified by administrative, legislative or judicial interpretation at any time. For example, from time to time, members of Congress propose and consider substantive changes to the existing federal income tax laws that affect publicly traded partnerships. Any modification to the federal income tax laws and interpretations thereof may or may not be retroactively applied and could make it more difficult or impossible to meet the exception for us to be treated as a partnership for federal income tax purposes. We are unable to predict whether any such changes will ultimately be enacted. However, it is possible that a change in law could affect us, and any such changes could negatively impact the value of an investment in our common units.

***If the IRS contests the federal income tax positions we take, the market for our common units may be adversely impacted and the cost of any IRS contest will reduce our distributable cash flow to our unitholders.***

We have not requested a ruling from the IRS with respect to our treatment as a partnership for federal income tax purposes or any other matter affecting us. The IRS may adopt positions that differ from the positions we take, and the IRS's positions may ultimately be sustained. It may be necessary to resort to administrative or court proceedings to sustain some or all of the positions we take and such positions may not ultimately be sustained. A court may not agree with some or all of the positions we take. Any contest with the IRS, and the outcome of any IRS contest, may have a materially adverse impact on the market for our common units and the price at which they trade. In addition, our costs of any contest with the IRS will be borne indirectly by our unitholders and our General Partner because the costs will reduce our distributable cash flow.

***If the IRS makes audit adjustments to our income tax returns for tax years beginning after 2017, it may collect any resulting taxes (including any applicable penalties and interest) directly from us, in which case our cash available for distribution to our unitholders might be substantially reduced.***

Pursuant to the Bipartisan Budget Act of 2015, if the IRS makes audit adjustments to our income tax returns for tax years beginning after 2017, it may collect any resulting taxes (including any applicable penalties and interest) directly from us. We will generally have the ability to shift any such tax liability to our general partner and our unitholders in accordance with their interests in us during the year under audit, but there can be no assurance that we will be able to do so under all circumstances. If we are required to make payments of taxes, penalties and interest resulting from audit adjustments, our cash available for distribution to our unitholders might be substantially reduced.

***We treat each purchaser of common units as having the same tax benefits without regard to the actual common units purchased. The IRS may challenge this treatment, which could adversely affect the value of our common units.***

Because we cannot match transferors and transferees of common units and because of other reasons, we adopt depreciation and amortization positions that may not conform to all aspects of existing Treasury Regulations. A successful IRS challenge to those positions could adversely affect the amount of tax benefits available to unitholders. It also could affect the timing of these tax benefits or the amount of gain from sale of common units and could have a negative impact on the value of our common units or result in audit adjustments to our unitholders' tax returns.

***We prorate our items of income, gain, loss and deduction for federal income tax purposes between transferors and transferees of our units each month based upon the ownership of our units on the first business day of each month, instead of on the basis of the date a particular unit is transferred. The IRS may challenge aspects of our proration method, and, if successful, we would be required to change the allocation of items of income, gain, loss and deduction among our unitholders.***

We prorate our items of income, gain, loss and deduction for federal income tax purposes between transferors and transferees of our units each month based upon the ownership of our units on the first business day of each month, instead of on the basis of the date a particular unit is transferred. The U.S. Department of Treasury and the IRS recently issued Treasury Regulations that permit publicly traded partnerships to use a monthly simplifying convention that is similar to ours, but they do not specifically authorize all aspects of the proration method we have adopted. If the IRS were to successfully challenge this method, we could be required to change the allocation of items of income, gain, loss and deduction among our unitholders.

***We have adopted certain valuation methodologies in determining a unitholder's allocations of income, gain, loss and deduction. The IRS may challenge these methodologies or the resulting allocations, and such a challenge could adversely affect the value of our common units.***

In determining the items of income, gain, loss and deduction allocable to our unitholders, in certain circumstances, including when we issue additional units, we must determine the fair market value of our assets. Although we may from time to time consult with professional appraisers regarding valuation matters, we make many fair market value estimates using a methodology based on the market value of our common units as a means to measure the fair market value of our assets. The IRS may challenge these valuation methods and the resulting allocations of income, gain, loss and deduction.

A successful IRS challenge to these methods or allocations could adversely affect the amount, character and timing of taxable income or loss being allocated to our unitholders. It also could affect the amount of gain from our unitholders' sale of common units and could have a negative impact on the value of the common units or result in audit adjustments to our unitholders' tax returns without the benefit of additional deductions.

***The sale or exchange of 50 percent or more of our capital and profits interests during any twelve-month period will result in the termination of our partnership for federal income tax purposes.***

We will be considered to have technically terminated our partnership for federal income tax purposes if there is a sale or exchange of 50 percent or more of the total interests in our capital and profits within a twelve-month period. For purposes of determining whether the 50 percent threshold has been met, multiple sales of the same interest will be counted only once. Our technical termination would, among other things, result in the closing of our taxable year for all

unitholders, which would result in us filing two tax returns (and our unitholders could receive two Schedules K-1 if relief was not available, as described below) for one fiscal year and could result in a deferral of depreciation deductions allowable in computing our taxable income. In the case of a unitholder reporting on a taxable year other than a fiscal year ending December 31, the closing of our taxable year may also result in more than twelve months of our taxable income or loss being includable in the unitholder's taxable income for the year of termination. Our termination currently would not affect our classification as a partnership for federal income tax purposes, but instead we would be treated as a new partnership for federal income tax purposes. If treated as a new partnership, we must make new tax elections, including a new election under Section 754 of the Internal Revenue Code, and could be subject to penalties if we are unable to determine that a termination occurred. The IRS has announced a publicly traded partnership technical termination relief program whereby, if a publicly traded partnership that technically terminated requests publicly traded partnership technical termination relief and such relief is granted by the IRS, among other things, the partnership will only have to provide one Schedule K-1 to unitholders for the year notwithstanding two partnership tax years.

**Item 1B. UNRESOLVED STAFF COMMENTS**

None.

**Item 3. LEGAL PROCEEDINGS**

Although we may, from time to time, be involved in litigation and claims arising out of our operations in the normal course of business, we are not a party to any reportable litigation or governmental or other proceeding, including those involving governmental authorities under federal, state and local laws regulating the discharge of materials into the environment, that we believe will have a material adverse impact on our consolidated financial position. In addition, as discussed in Note 13—Contingencies, in the Notes to Consolidated Financial Statements, under our amended omnibus agreement, Phillips 66 indemnifies us or assumes responsibility for certain liabilities relating to litigation and environmental matters attributable to the ownership or operation of our assets prior to their contribution to us from Phillips 66.

**Item 4. MINE SAFETY DISCLOSURES**

Not applicable.

**PART II**

**Item 5. MARKET FOR REGISTRANT'S COMMON EQUITY, RELATED STOCKHOLDER MATTERS AND ISSUER PURCHASES OF EQUITY SECURITIES**

**Quarterly Common Unit Prices and Cash Distributions Per Unit**

Our common units trade on the New York Stock Exchange (NYSE) under the symbol PSXP. The following table reflects intraday high and low sales prices per common unit and cash distributions declared to unitholders for each quarter presented:

	Common Unit Price		Quarterly Cash Distribution Per Unit*
	High	Low	
<b>2016</b>			
First Quarter	\$ 66.81	49.02	.481
Second Quarter	64.83	50.15	.505
Third Quarter	56.45	46.31	.531
Fourth Quarter	49.24	42.47	.558
<b>2015</b>			
First Quarter	\$ 81.63	61.50	.370
Second Quarter	76.95	67.46	.400
Third Quarter	72.25	40.00	.428
Fourth Quarter	66.75	46.20	.458

\*Represents cash distribution attributable to the quarter and declared and paid within 45 days of quarter end pursuant to our partnership agreement.

Closing Common Unit Price at December 30, 2016	\$ 48.64
Closing Common Unit Price at January 31, 2017	\$ 56.17
Number of Unitholders of Record at January 31, 2017*	9

\*In determining the number of unitholders, we consider clearing agencies and security position listings as one unitholder for each agency or listing.

**Distributions of Available Cash**

Our partnership agreement requires that, within 45 days after the end of each quarter, we distribute all of our “available cash” to unitholders of record on the applicable record date.

Definition of Available Cash. Available cash is defined in our partnership agreement. Available cash generally means, for any quarter, all cash and cash equivalents on hand at the end of that quarter:

*less* , the amount of cash reserves established by our General Partner to:

- Provide for the proper conduct of our business (including reserves for our future capital expenditures and future credit needs),
- Comply with applicable law or any of our debt instruments or other agreements,
- Provide funds for distributions to our unitholders and to our General Partner for any one or more of the next four quarters (provided that our General Partner may not establish cash reserves for distributions if the effect of the establishment of such reserves will prevent us from distributing the minimum quarterly distribution on all common units and any cumulative arrearages on such common units for the current quarter);

*plus* , if our General Partner so determines, all or any portion of the cash on hand on the date of determination of available cash for the quarter resulting from working capital borrowings made subsequent to the end of such quarter.

**Intent to Distribute the Minimum Quarterly Distribution.** Under our current cash distribution policy, we intend to make at least the minimum quarterly distribution to the holders of our common units of \$0.2125 per unit, to the extent we have sufficient available cash after the establishment of cash reserves. However, there is no guarantee that we will pay the minimum quarterly distribution on our units in any quarter. The amount of distributions paid under our cash distribution policy and the decision to make any distribution will be determined by our General Partner, taking into consideration the terms of our partnership agreement. See Item 7. Management’s Discussion and Analysis of Financial Condition and Results of Operations—Capital Resources and Liquidity—Revolving Credit Facility, for a discussion of the restrictions included in our revolving credit facility that may restrict our ability to make distributions.

**General Partner Interest and Incentive Distribution Rights.** Our General Partner is entitled to 2 percent of all quarterly distributions that we make. This general partner interest was represented by 2,187,386 general partner units at December 31, 2016. Our General Partner has the right, but not the obligation, to contribute a proportionate amount of capital to us to maintain its current general partner interest. The general partner’s 2 percent interest in distributions will be reduced if we issue additional units in the future and our General Partner does not contribute a proportionate amount of capital to us to maintain its 2 percent general partner interest.

Our General Partner also currently holds incentive distribution rights that entitle it to receive increasing percentages, up to a maximum of 48 percent, of the available cash we distribute from operating surplus (as defined in our partnership agreement) in excess of \$0.244375 per unit per quarter. The maximum distribution of 48 percent does not include any distributions that our General Partner or its affiliates may receive on common or general partner units that they own.

**Percentage Allocations of Available Cash.** The following table illustrates the percentage allocations of available cash from operating surplus between the unitholders and our General Partner based on the specified target distribution levels in the partnership agreement. The amounts set forth under “Marginal Percentage Interest in Distributions” are the percentage interests of our General Partner and the unitholders in any available cash from operating surplus we distribute up to and including the corresponding amount in the column “Total Quarterly Distribution Per Unit Target Amount.” The percentage interests shown for our unitholders and our General Partner for the minimum quarterly distribution are also applicable to quarterly distribution amounts that are less than the minimum quarterly distribution. The percentage interests set forth below for our General Partner include its 2 percent general partner interest and assume that our General Partner has contributed any additional capital necessary to maintain its 2 percent general partner interest, our General Partner has not transferred its incentive distribution rights and there are no arrearages on common units.

	Total Quarterly Distribution Per Unit Target Amount		Marginal Percentage Interest in Distributions	
			Unitholders	General Partner
Minimum Quarterly Distribution	\$0.212500		98%	2%
First Target Distribution	Above \$0.212500	up to \$0.244375	98%	2%
Second Target Distribution	Above \$0.244375	up to \$0.265625	85%	15%
Third Target Distribution	Above \$0.265625	up to \$0.318750	75%	25%
Thereafter	Above \$0.318750		50%	50%

**Subordination Unit Conversion**

Following the May 12, 2015, payment of the cash distribution attributable to the first quarter of 2015, the requirements under the partnership agreement for the conversion of all subordinated units into common units were satisfied. As a result, in the second quarter of 2015, the 35,217,112 subordinated units held by Phillips 66 converted into common units on a one-for-one basis and thereafter participate on terms equal with all other common units in distributions of available cash. The conversion of the subordinated units did not impact the amount of cash distributions paid by us or the total number of outstanding units.

## Item 6. SELECTED FINANCIAL DATA

The following table sets forth certain selected financial data as of and for each of the five years in the period ended December 31, 2016.

Acquisitions from Phillips 66 are considered common control transactions. When businesses are acquired from Phillips 66 that will be consolidated by us, the financial information contained in the table below for periods prior to the acquisition date has been retrospectively adjusted to include the historical financial results of the businesses acquired (referred to as the results of our “Predecessors”).

Effective March 1, 2016, we acquired a 25 percent controlling interest in Phillips 66 Sweeny Frac LLC (Sweeny Frac LLC) (the Initial Fractionator Acquisition), and on May 10, 2016, we acquired the remaining 75 percent interest in Sweeny Frac LLC and 100 percent of Standish Pipeline (the Subsequent Fractionator Acquisition). On October 14, 2016, we acquired certain pipeline and terminal assets supporting four Phillips 66-operated refineries (the Eagle Acquisition). The Initial Fractionator Acquisition, Subsequent Fractionator Acquisition and Eagle Acquisition (collectively, the Acquisitions) were transfers of businesses between entities under common control, which requires them to be accounted for as if the transfers had occurred at the beginning of the period of transfer, with financial statements for prior periods retrospectively adjusted to furnish comparative information. Accordingly, the accompanying financial information has been retrospectively adjusted to include the historical results and financial position of the acquired businesses prior to their acquisition.

When an asset or an investment accounted for by the equity method is acquired from Phillips 66, the financial information in the table below includes the results of those investments or assets prospectively from the date of acquisition.

See Note 4—Acquisitions and Note 5—Equity Investments, in the Notes to Consolidated Financial Statements, for additional information on our acquisitions that affect the comparability of the information below.

To ensure full understanding, you should read the selected financial data presented below in conjunction with Item 7. Management’s Discussion and Analysis of Financial Condition and Results of Operations, and the consolidated financial statements and accompanying notes included elsewhere in this Annual Report on Form 10-K.

	Millions of Dollars Except Per Unit Amounts				
	2016	2015*	2014*	2013*	2012*
Operating revenues—related parties	\$ 727	582	531	441	371
Operating revenues—third parties	31	30	24	20	14
Equity in earnings of affiliates	114	77	—	—	—
Net income	408	306	245	174	122
Net income attributable to the Partnership	301	194	116	29	**
Limited partners’ interest in net income attributable to the Partnership	209	153	108	29	**
Net income attributable to the Partnership per limited partner unit (basic and diluted)					
Common units	2.20	2.02	1.48	0.40	**
Subordinated units—Phillips 66	—	1.24	1.45	0.40	**
Total assets	4,109	3,662	2,034	1,672	1,061
Long term debt	2,396	1,091	18	—	—
Notes payable—related parties	—	964	764	—	—
Cash distributions paid per limited partner unit	1.9750	1.5380	1.1176	0.1548	**

\*Prior-period financial information has been retrospectively adjusted for acquisitions of businesses under common control.

\*\*Information is not applicable for the periods prior to the Offering.

## Item 7. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

*Management's Discussion and Analysis is the Partnership's analysis of its financial performance, financial condition, and significant trends that may affect future performance. It should be read in conjunction with the consolidated financial statements and notes thereto included elsewhere in this Annual Report on Form 10-K. It contains forward-looking statements including, without limitation, statements relating to the Partnership's plans, strategies, objectives, expectations and intentions. The words "anticipate," "estimate," "believe," "budget," "continue," "could," "intend," "may," "plan," "potential," "predict," "seek," "should," "will," "would," "expect," "objective," "projection," "forecast," "goal," "guidance," "outlook," "effort," "target" and similar expressions identify forward-looking statements. The Partnership does not undertake to update, revise or correct any of the forward-looking information unless required to do so under the federal securities laws. Readers are cautioned that such forward-looking statements should be read in conjunction with the Partnership's disclosures under the heading: "CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING STATEMENTS."*

### BUSINESS ENVIRONMENT AND EXECUTIVE OVERVIEW

#### Partnership Overview

We are a Delaware limited partnership formed in 2013 by Phillips 66 Company and Phillips 66 Partners GP LLC (our General Partner), both wholly owned subsidiaries of Phillips 66. On August 1, 2015, Phillips 66 Company transferred all of its limited partner interest in us and its 100 percent interest in Phillips 66 Partners GP LLC to its wholly owned subsidiary, Phillips 66 Project Development Inc. (Phillips 66 PDI). We are a growth-oriented master limited partnership formed to own, operate, develop and acquire primarily fee-based crude oil, refined petroleum products and natural gas liquids (NGL) pipelines and terminals, as well as other midstream assets. Our common units trade on the New York Stock Exchange under the symbol PSXP.

2016 developments included:

- *River Parish Acquisition.* On November 17, 2016, we acquired from a third party an NGL logistics system in southeast Louisiana (the River Parish Acquisition). The system includes approximately 500 miles of pipeline and storage caverns connecting multiple third-party fractionators, a petrochemical plant and several refineries, including the Phillips 66 Alliance Refinery.
- *Eagle Acquisition.* On October 14, 2016, we acquired from Phillips 66 certain pipeline and terminal assets supporting four Phillips 66-operated refineries (the Eagle Acquisition) for total consideration of \$1,305 million, consisting of \$1,109 million in cash and the issuance of 3,884,237 common units to Phillips 66 PDI and 208,783 general partner units to our General Partner.
- *Issuance of Senior Notes.* On October 14, 2016, we closed on a public debt offering pursuant to our effective shelf registration statement and received total proceeds (net of underwriting discounts) of \$1,111 million.
- *Issuance of Common Units.* On August 12, 2016, we completed a public offering of 6,000,000 common units for total proceeds (net of underwriting discounts and commissions) of \$299 million (Second 2016 Unit Offering).
- *Explorer Equity Investment Acquisition.* On August 9, 2016, we acquired an additional 2.48 percent equity interest in Explorer Pipeline Company (Explorer). The acquisition increased our interest in Explorer to 21.94 percent.
- *Formation of STACK Pipeline Joint Venture.* On August 3, 2016, we and Plains All American Pipeline, L.P. (Plains) formed STACK Pipeline LLC (STACK Pipeline), a 50/50 joint venture that owns and operates a crude oil storage terminal and a common carrier pipeline that transports crude oil. Plains contributed the terminal and pipeline to the joint venture, and we contributed \$50 million in cash, which was distributed to Plains.

- *ATM Program.* On June 6, 2016, we filed a prospectus supplement to the shelf registration statement for our continuous offering program that became effective with the Securities and Exchange Commission (SEC) on May 13, 2016, allowing for the continuous issuance of up to an aggregate of \$250 million of common units (such continuous offering program, or at-the-market program, referred to as our ATM Program). For the year ended December 31, 2016, on a settlement-date basis, we issued an aggregate of 346,152 common units under our ATM Program, generating net proceeds of \$19 million after broker commissions.
- *Issuance of Common Units.* On May 10, 2016, we completed a public offering of 12,650,000 common units for total proceeds (net of underwriting discounts and commissions) of \$656 million (First 2016 Unit Offering).
- *Initial Fractionator Acquisition.* On March 1, 2016, we acquired from Phillips 66 a 25 percent controlling interest in Phillips 66 Sweeny Frac LLC (Sweeny Frac LLC) for total consideration of \$236 million, consisting of the assumption of a \$212 million note payable and the issuance of 412,823 common units to Phillips 66 PDI and 8,425 general partner units to our General Partner .
- *Subsequent Fractionator Acquisition.* On May 10, 2016, we acquired from Phillips 66 the remaining 75 percent interest in Sweeny Frac LLC and 100 percent of the Standish Pipeline for total consideration of \$775 million. Total consideration consisted of the assumption of \$675 million notes payable to a subsidiary of Phillips 66 and the issuance of 1,400,922 common units to Phillips 66 PDI and 286,753 general partner units to our General Partner .

### **Basis of Presentation**

We have acquired assets from Phillips 66 that were considered transfers of businesses between entities under common control. This required the transactions to be accounted for as if the transfers had occurred at the beginning of the transfer period, with prior periods retrospectively adjusted to furnish comparative information. Accordingly, the accompanying financial statements and related notes have been retrospectively adjusted to include the historical results and financial position of these acquired businesses prior to the effective date of each acquisition. We refer to these pre-acquisition operations as those of our “Predecessors.”

See the “Basis of Presentation” section of Note 1—Business and Basis of Presentation , in the Notes to Consolidated Financial Statements, for additional information on the content and comparability of our historical financial statements.

### **Executive Overview**

Net income and net income attributable to the Partnership was \$408 million and \$301 million , respectively, in 2016. We generated cash from operations of \$492 million , and we raised \$2,085 million from public debt and equity offerings. This cash was primarily used to fund strategic acquisitions of businesses and assets, pay off notes to affiliates, fund capital expenditures, and make quarterly cash distributions to our unitholders and General Partner. As of December 31, 2016, we had cash and cash equivalents of \$2 million , total debt of \$2,411 million , and unused capacity under our revolving credit facility of \$540 million .

### **How We Evaluate Our Operations**

Our management uses a variety of financial and operating metrics to analyze our performance, including: (1) volumes handled (including pipeline throughput, terminaling throughput and storage volumes); (2) operating and maintenance expenses; (3) net income (loss) before net interest expense, income taxes, depreciation and amortization (EBITDA); (4) adjusted EBITDA; and (5) distributable cash flow.

### Volumes Handled

The amount of revenue we generate primarily depends on the volumes of crude oil, refined petroleum products and NGL that we handle in our pipeline, terminal, rail rack, storage and NGL fractionator systems. In addition, our equity affiliates generate revenue from transporting NGL, crude oil and refined petroleum products. These volumes are primarily affected by the supply of, and demand for, NGL, crude oil and refined petroleum products in the markets served directly or indirectly by our assets, as well as the operational status of the refineries served by our assets. Phillips 66 has committed to minimum throughput volumes under many of our commercial agreements.

Operating and Maintenance Expenses

Our management seeks to maximize the profitability of our operations by effectively managing operating and maintenance expenses. These expenses primarily consist of labor expenses (including contractor services), utility costs, and repair and maintenance expenses. These expenses generally remain relatively stable across broad ranges of throughput volumes, but can fluctuate from period to period depending on the mix of activities, particularly maintenance activities, performed during that period. Although we seek to manage our maintenance expenditures on our facilities to avoid significant variability in our quarterly cash flows, we balance this approach with our high standards of safety and environmental stewardship, such that critical maintenance is performed regularly.

Our operating and maintenance expenses are also affected by volumetric gains/losses resulting from variances in meter readings and other measurement methods, as well as volume fluctuations due to pressure and temperature changes. Under certain commercial agreements with Phillips 66, the value of any NGL, crude oil, or refined petroleum product volumetric gain/loss is determined by the monthly average reference price for the applicable commodity. Any gains and losses under these provisions decrease or increase, respectively, our operating and maintenance expenses in the period in which they are realized. These contractual volumetric gain/loss provisions could increase variability in our operating and maintenance expenses.

EBITDA, Adjusted EBITDA and Distributable Cash Flow

We define EBITDA as net income (loss) plus net interest expense, income taxes, depreciation and amortization attributable to both the Partnership and our Predecessors.

Adjusted EBITDA is the EBITDA directly attributable to the Partnership after deducting the EBITDA attributable to our Predecessors, further adjusted for:

- The difference between cash distributions received and equity earnings from our affiliates.
- Transaction costs associated with acquisitions.
- Certain other noncash items, including expenses indemnified by Phillips 66.

Distributable cash flow is defined as adjusted EBITDA less net interest, maintenance capital expenditures and income taxes paid, plus adjustments for deferred revenue impacts and prefunded maintenance capital expenditures.

EBITDA, adjusted EBITDA and distributable cash flow are not presentations made in accordance with accounting principles generally accepted in the United States (GAAP). EBITDA, adjusted EBITDA and distributable cash flow are non-GAAP supplemental financial measures that management and external users of our consolidated financial statements, such as industry analysts, investors, lenders and rating agencies, may find useful to assess:

- Our operating performance as compared to other publicly traded partnerships in the midstream energy industry, without regard to historical cost basis or, in the case of EBITDA and adjusted EBITDA, financing methods.
- The ability of our business to generate sufficient cash to support our decision to make distributions to our unitholders.
- Our ability to incur and service debt and fund capital expenditures.
- The viability of acquisitions and other capital expenditure projects and the returns on investment of various investment opportunities.

The GAAP performance measure most directly comparable to EBITDA and adjusted EBITDA is net income. The GAAP liquidity measure most directly comparable to EBITDA and distributable cash flow is net cash provided by operating activities. These non-GAAP financial measures should not be considered alternatives to GAAP net income or net cash provided by operating activities. They have important limitations as analytical tools because they exclude some items that affect net income and net cash provided by operating activities. Additionally, because EBITDA, adjusted EBITDA and distributable cash flow may be defined differently by other companies in our industry, our definition of these non-GAAP financial measures may not be comparable to similarly titled measures of other companies, thereby diminishing their utility.

### **Business Environment**

Since we do not own any of the NGL, crude oil and refined petroleum products we handle and do not engage in the trading of NGL, crude oil and refined petroleum products, we have limited direct exposure to risks associated with fluctuating commodity prices, although these risks indirectly influence our activities and results of operations over the long term.

Our throughput volumes depend primarily on the volume of crude oil processed and refined petroleum products produced at Phillips 66's owned or operated refineries with which our assets are integrated, which in turn are primarily dependent on Phillips 66's refining margins and maintenance schedules. Refining margins depend on the cost of crude oil or other feedstocks and the price of refined petroleum products. These prices are affected by numerous factors beyond our or Phillips 66's control, including the domestic and global supply of and demand for crude oil and refined petroleum products. Throughput volumes of our equity affiliates depend primarily on upstream drilling activities, refinery performance and product supply and demand.

While we believe we have substantially mitigated our indirect exposure to commodity price fluctuations through the minimum volume commitments in our commercial agreements with Phillips 66 during the respective terms of those agreements, our ability to execute our growth strategy in our areas of operation will depend, in part, on the availability of attractively priced crude oil in the areas served by our crude oil pipelines and rail racks, demand for refined petroleum products in the markets served by our refined petroleum product pipelines and terminals, and the general demand for midstream services, including NGL transportation and fractionation.

**RESULTS OF OPERATIONS**

	Millions of Dollars		
	Year Ended December 31		
	2016	2015*	2014*
<b>Revenues and Other Income</b>			
Operating revenues—related parties	\$ 727	582	531
Operating revenues—third parties	31	30	24
Equity in earnings of affiliates	114	77	—
Other income	1	6	—
Total revenues and other income	873	695	555
<b>Costs and Expenses</b>			
Operating and maintenance expenses	216	203	184
Depreciation	96	61	46
General and administrative expenses	65	63	57
Taxes other than income taxes	33	27	16
Interest and debt expense	52	34	5
Other expenses	1	1	1
Total costs and expenses	463	389	309
Income before income taxes	410	306	246
Provision for income taxes	2	—	1
<b>Net income</b>	<b>408</b>	<b>306</b>	<b>245</b>
Less: Net income attributable to Predecessors	107	112	129
<b>Net income attributable to the Partnership</b>	<b>301</b>	<b>194</b>	<b>116</b>
Less: General partner's interest in net income attributable to the Partnership	92	41	8
<b>Limited partners' interest in net income attributable to the Partnership</b>	<b>\$ 209</b>	<b>153</b>	<b>108</b>
<b>Net cash provided by operating activities</b>	<b>\$ 492</b>	<b>392</b>	<b>296</b>
<b>Adjusted EBITDA</b>	<b>\$ 443</b>	<b>266</b>	<b>141</b>
<b>Distributable cash flow</b>	<b>\$ 380</b>	<b>228</b>	<b>128</b>

\*Prior-period financial information has been retrospectively adjusted for acquisitions of businesses under common control.

Year Ended December 31		
2016	2015	2014
Thousands of Barrels Daily		

## Pipeline, Terminal and Storage Volumes

### Pipelines (1)

Pipeline throughput volumes

#### Wholly Owned Pipelines

Crude oil*	1,009	979	909
Refined products and NGL*	867	749	705
<b>Total</b>	<b>1,876</b>	<b>1,728</b>	<b>1,614</b>

#### Select Joint Venture Pipelines (2)

NGL	333	236	—
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### Terminals

Terminaling throughput and storage volumes (3)

Crude oil* (4)	541	519	477
Refined products and NGL*	833	813	771
<b>Total</b>	<b>1,374</b>	<b>1,332</b>	<b>1,248</b>

### Revenue Per Barrel (dollars)

Average pipeline revenue per barrel (5)	\$ 0.60	0.64	0.68
Average terminaling and storage revenue per barrel	0.41	0.41	0.34

\*Prior-period financial information has been retrospectively adjusted for acquisitions of businesses under common control.

<sup>(1)</sup> Represents the sum of volumes transported through each separately tariffed pipeline segment.

<sup>(2)</sup> Total post-acquisition pipeline system throughput volumes for the Sand Hills and Southern Hills pipelines (100 percent basis) per day for each period presented.

<sup>(3)</sup> Terminaling throughput and storage volumes include leased capacity converted to a MBD-equivalent based on capacity divided by days in the period.

<sup>(4)</sup> Crude oil terminals include Bayway and Ferndale rail rack volumes.

<sup>(5)</sup> Excludes average pipeline revenue per barrel from equity affiliates.

The following tables present reconciliations of EBITDA and adjusted EBITDA to net income and EBITDA and distributable cash flow to net cash provided by operating activities, the most directly comparable GAAP financial measures, for each of the periods indicated.

	Millions of Dollars		
	Year Ended December 31		
	2016	2015*	2014*
<b>Reconciliation to Net Income</b>			
Net income	\$ 408	306	245
Plus:			
Depreciation	96	61	46
Net interest expense	52	34	5
Provision for income taxes	2	—	1
<b>EBITDA</b>	<b>558</b>	<b>401</b>	<b>297</b>
Plus:			
Distributions in excess of equity earnings	17	12	—
Expenses indemnified or prefunded by Phillips 66	6	2	2
Transaction costs associated with acquisitions	4	2	3
Less:			
EBITDA attributable to Predecessors**	142	151	161
<b>Adjusted EBITDA</b>	<b>443</b>	<b>266</b>	<b>141</b>
Plus:			
Deferred revenue impacts***	11	4	2
Less:			
Net interest	52	34	3
Maintenance capital expenditures	22	8	12
<b>Distributable cash flow</b>	<b>\$ 380</b>	<b>228</b>	<b>128</b>

\*Prior-period financial information has been retrospectively adjusted for acquisitions of businesses under common control.

\*\*The 2016 amount has been adjusted for a post-closing payment from Phillips 66 associated with the Eagle Acquisition.

\*\*\*Difference between cash receipts and revenue recognition.

	Millions of Dollars		
	Year Ended December 31		
	2016	2015*	2014*
<b>Reconciliation to Net Cash Provided by Operating Activities</b>			
Net cash provided by operating activities	\$ 492	392	296
Plus:			
Net interest expense	52	34	5
Provision for income taxes	2	—	1
Changes in working capital	28	(12)	(3)
Undistributed equity earnings	(1)	—	—
Accrued environmental costs	(1)	(1)	—
Other**	(14)	(12)	(2)
<b>EBITDA</b>	<b>558</b>	<b>401</b>	<b>297</b>
Plus:			
Distributions in excess of equity earnings	17	12	—
Expenses indemnified or prefunded by Phillips 66	6	2	2
Transaction costs associated with acquisitions	4	2	3
Less:			
EBITDA attributable to Predecessors***	142	151	161
<b>Adjusted EBITDA</b>	<b>443</b>	<b>266</b>	<b>141</b>
Plus:			
Deferred revenue impacts †	11	4	2
Less:			
Net interest	52	34	3
Maintenance capital expenditures	22	8	12
<b>Distributable cash flow</b>	<b>\$ 380</b>	<b>228</b>	<b>128</b>

\*Prior-period financial information has been retrospectively adjusted for acquisitions of businesses under common control.

\*\*Primarily deferred revenue.

\*\*\*The 2016 amount has been adjusted for a post-closing payment from Phillips 66 associated with the Eagle Acquisition.

† Difference between cash receipts and revenue recognition.

Minimum Volume Commitments

Under certain of our transportation services agreements, if Phillips 66 fails to ship a minimum throughput volume during any quarter, then Phillips 66 will pay us a deficiency payment based on the calculation described in the agreement. Payments made by Phillips 66 for these shortfall volumes are initially recorded as “Deferred revenues—related parties” on our consolidated balance sheet, as Phillips 66 generally has the right to make up the shortfall volumes in the following four quarters. The deferred revenue is recognized at the earlier of the quarter in which Phillips 66 makes up the shortfall volumes or the expiration of the period in which Phillips 66 is contractually allowed to make up the shortfall volumes.

Detail on these transportation-based deferred revenues follows:

	Millions of Dollars		
	Years Ended December 31		
	2016	2015	2014
Deferred revenues—beginning of period	\$ 4	—	—
Quarterly deficiency payments (1)	13	9	6
Quarterly deficiency make-up/expirations (2)	(5)	(5)	(6)
Deferred revenues—end of period	\$ 12	4	—

<sup>(1)</sup> Cash received with deferred revenue recognition.

<sup>(2)</sup> Revenue recognized on cash previously received.

**Statement of Income Analysis**

*2016 vs. 2015*

Operating revenues increased \$146 million , or 24 percent , in 2016. The increase was primarily attributable to additional revenues from the Sweeny NGL Fractionator and Clemens Caverns, which fully commenced operations in the fourth quarter of 2015. In addition, the increase was due to the acquisition of the River Parish NGL System in November 2016 and higher throughput volumes on our Gold Line Products System and Borger Crude System due to lower maintenance and turnaround activities at the Borger Refinery.

Equity in earnings of affiliates increased \$37 million , or 48 percent , in 2016 mainly resulting from a full year of earnings from our investments in Explorer, DCP Sand Hills Pipeline, LLC (Sand Hills) and DCP Southern Hills Pipeline, LLC (Southern Hills), which we acquired in March 2015, and higher volumes on these systems. In addition, Bayou Bridge Pipeline, LLC (Bayou Bridge) contributed to increased earnings as a result of the pipeline going into service in April 2016.

Operating and maintenance expenses increased \$13 million , or 6 percent , in 2016. The increase was primarily due to the impact of the full commercial operations of the Sweeny NGL Fractionator and Clemens Caverns. The assets were under construction during most of 2015.

Depreciation increased \$35 million , or 57 percent , in 2016, primarily due to the impact of the full commercial operations of the Sweeny NGL Fractionator and Clemens Caverns.

Taxes other than income taxes increased \$6 million in 2016, mainly due to the impact of the full commercial operations of the Sweeny NGL Fractionator and Clemens Caverns.

Interest and debt expense increased \$18 million , or 53 percent , in 2016, resulting from a higher average debt principal balance as a result of the issuance of \$1,125 million in aggregate principal amount of senior notes in October 2016. See Note 11—Debt , in the Notes to Consolidated Financial Statements, for additional information.

*2015 vs. 2014*

Operating revenues increased \$57 million , or 10 percent , in 2015. The increase was primarily attributable to additional terminaling revenues from the Bayway and Ferndale rail racks, which we acquired in December 2014, and additional pipeline volumes from the Cross-Channel Connector Products System, which was also acquired in December 2014. There were also additional pipeline volumes from the Eagle Ford Gathering System, which began phase one of operations in January 2015. There was also a benefit from increased storage revenues attributable to the Medford Spheres, which began operations in March 2014.

Equity in earnings of affiliates increased \$77 million in 2015 due to the acquisition of interests in Sand Hills, Southern Hills and Explorer in March 2015.

Operating and maintenance expenses increased \$19 million , or 10 percent , in 2015. The increase was primarily due to additional costs associated with the assets acquired in the fourth quarter of 2014 and cleanup costs associated with a diesel fuel release in April 2015 on our pipeline that transports products from the Hartford Terminal to a dock on the Mississippi River. The increase was partially offset by lower maintenance costs.

Depreciation increased \$15 million , or 33 percent , in 2015, primarily due to depreciation associated with the Bayway and Ferndale rail racks, which commenced operations in the second half of 2014.

Taxes other than income taxes increased \$11 million , or 69 percent , in 2015, resulting from higher property taxes assessed on assets acquired in 2014.

Interest and debt expense increased \$29 million in 2015, primarily due to the issuance of \$1,100 million in aggregate principal amount of senior notes in February 2015. See Note 11—Debt , in the Notes to Consolidated Financial Statements, for additional information.

## **CAPITAL RESOURCES AND LIQUIDITY**

### **Significant Sources of Capital**

Our sources of liquidity include cash generated from operations, borrowings from related parties and under our revolving credit facility, and issuances of additional debt and equity securities. We believe that cash generated from these sources will be sufficient to meet our short-term working capital requirements and long-term capital expenditure requirements, and make our quarterly cash distributions.

### Operating Activities

During 2016 , cash provided by operating activities was \$492 million , a 26 percent improvement over cash from operations of \$392 million in 2015 . The improvement was mainly driven by earnings from the Sweeny NGL Fractionator and Clemens Caverns, which became fully operational in the fourth quarter of 2015. This increase was partially offset by higher interest and debt expense.

During 2015 , cash provided by operating activities was \$392 million , a 32 percent improvement over cash from operations of \$296 million in 2014 . The improvement was mainly driven by distributions from our equity affiliates that were acquired in March 2015 and higher earnings from assets that commenced operations in the second half of 2014. These increases were partially offset by increased interest and debt expense.

### Common Units

On August 12, 2016, we completed the Second 2016 Unit Offering, consisting of 6,000,000 common units representing limited partner interests at a price of \$50.22 per common unit. We received proceeds (net of underwriting discounts and commissions) of \$299 million from the offering. We utilized the net proceeds to repay the note assumed as part of the Initial Fractionator Acquisition, as well as other short-term borrowings incurred to fund our acquisition of an additional interest in Explorer and our contribution to the recently formed STACK Pipeline. See Note 4—Acquisitions and Note 11—Debt , in the Notes to Consolidated Financial Statements, for additional information.

On May 10, 2016, we completed the First 2016 Unit Offering, consisting of an aggregate of 12,650,000 common units representing limited partner interests at a price of \$52.40 per common unit. We received proceeds (net of underwriting discounts and commissions) of \$656 million from the offering. We utilized the net proceeds to partially repay debt assumed as part of the Subsequent Fractionator Acquisition. See Note 4—Acquisitions and Note 11—Debt, in the Notes to Consolidated Financial Statements, for additional information.

In February 2015, we completed the public offering of an aggregate of 5,250,000 common units representing limited partner interests at a price of \$75.50 per common unit. We received proceeds (net of underwriting discounts and commissions) of \$384 million from the offering. We utilized a portion of the net proceeds to partially fund the acquisition of the Sand Hills, Southern Hills and Explorer equity investments and to repay amounts outstanding under our revolving credit facility. We used the remaining proceeds to fund expansion capital expenditures and for general partnership purposes. See Note 5—Equity Investments, in the Notes to Consolidated Financial Statements, for additional information on the Sand Hills, Southern Hills and Explorer acquisition.

#### ATM Program

On June 6, 2016, we filed a prospectus supplement to the shelf registration statement for our continuous offering program that became effective with the SEC on May 13, 2016, related to the continuous issuance of up to an aggregate of \$250 million of common units, in amounts, at prices and on terms to be determined by market conditions and other factors at the time of our offerings. As of December 31, 2016, on a settlement-date basis, we issued an aggregate of 346,152 common units under our ATM Program, generating net proceeds of \$19 million after broker commissions. The net proceeds from sales under the ATM Program are used for general partnership purposes, which may include debt repayment, acquisitions, capital expenditures and additions to working capital.

#### Revolving Credit Facility

At December 31, 2016, we had an aggregate of \$210 million borrowed and outstanding under our revolving credit facility established by our Credit Agreement dated June 7, 2013 (the Credit Agreement), as subsequently amended in October 2016 (the Second Amendment). The Second Amendment increased the amount available under the Credit Agreement to \$750 million and extended the termination date to October 3, 2021.

We have the option to increase the overall capacity of the Credit Agreement by up to an additional \$250 million to a total of \$1 billion, subject to, among other things, the consent of the existing lenders whose commitments will be increased or any additional lenders providing such additional capacity. We also have the option to extend the Credit Agreement for two additional one-year terms after October 3, 2021, subject to, among other things, the consent of the lenders holding the majority of the commitments and of each lender extending its commitment.

Outstanding borrowings under the Credit Agreement bear interest, at our option, at either: (a) the Eurodollar rate in effect from time to time plus the applicable margin; or (b) the base rate (as described in the Credit Agreement) plus the applicable margin. The pricing levels for the commitment fee and interest-rate margins are determined based on our credit ratings in effect from time to time. The Credit Agreement requires that the Partnership's ratio of total debt to EBITDA for the prior four fiscal quarters must be no greater than 5.0 :1.0 as of the last day of each fiscal quarter (and 5.5 :1.0 during the period following certain specified acquisitions).

#### Notes Payable

On March 1, 2016, in connection with the Initial Fractionator Acquisition, we entered into an Assignment and Assumption of Note agreement with subsidiaries of Phillips 66, pursuant to which we assumed the obligations under a term promissory note (the Initial Note) with a \$212 million principal balance. In August 2016, using proceeds from the Second 2016 Unit Offering, we repaid the note in its entirety.

On May 10, 2016, in connection with the Subsequent Fractionator Acquisition, we entered into three separate Assignment and Assumption of Note agreements with subsidiaries of Phillips 66, pursuant to which we assumed the obligations under three term promissory notes (the Subsequent Notes), each with a \$225 million principal balance. Also on May 10, 2016, using proceeds from the First 2016 Unit Offering, we repaid two of the Subsequent Notes in their entirety, and reduced the outstanding balance on the remaining Subsequent Note to \$19 million, which was repaid on June 30, 2016.

Because the Initial Note and Subsequent Notes were held by entities we acquired in common control transactions, prior period debt balances have been recast as if we had held the notes since their inception in January 2014.

2016 Senior Notes

On October 14, 2016, we closed on a notes offering (2016 Notes Offering) of \$1,125 million aggregate principal amount of unsecured senior notes consisting of:

- \$500 million of 3.55% Senior Notes due October 1, 2026.
- \$625 million of 4.90% Senior Notes due October 1, 2046.

Total proceeds (net of underwriting discounts) received from the 2016 Notes Offering were \$1,111 million . We utilized the net proceeds to fund the cash consideration for the Eagle Acquisition and for general partnership purposes.

2015 Senior Notes

On February 23, 2015, we closed on a notes offering (2015 Notes Offering) of \$1,100 million aggregate principal amount of unsecured senior notes consisting of:

- \$300 million of 2.646% Senior Notes due February 15, 2020.
- \$500 million of 3.605% Senior Notes due February 15, 2025.
- \$300 million of 4.680% Senior Notes due February 15, 2045.

Total proceeds (net of underwriting discounts) received from the 2015 Notes Offering were \$1,092 million . We utilized a portion of the net proceeds to partially fund the acquisition of the Sand Hills, Southern Hills and Explorer equity investments. In addition, the Partnership used a portion of the proceeds to repay three notes payable to a subsidiary of Phillips 66.

Our senior unsecured long-term debt has been rated investment grade by Standard & Poor's Rating Services (BBB) and Moody's Investor Services (Baa3).

Shelf Registration

We have a universal shelf registration statement on file with the SEC under which we, as a well-known seasoned issuer, have the ability to issue and sell an indeterminate amount of common units representing limited partner interests and debt securities.

**Off-Balance Sheet Arrangements**

We have not entered into any transactions, agreements or other contractual arrangements that would result in off-balance sheet liabilities.

## Capital Requirements

### Acquisitions

During 2016, 2015 and 2014 we completed several major acquisitions, including:

- The October 2016 Eagle Acquisition consisting of various Phillips 66 pipeline and terminal assets.
- The May 2016 Subsequent Fractionator Acquisition, consisting of the remaining 75 percent interest in Sweeny Frac LLC and 100 percent of the Standish Pipeline.
- The March 2016 Initial Fractionator Acquisition, consisting of a 25 percent controlling interest in Sweeny Frac LLC.
- The March 2015 acquisition of Phillips 66's one-third equity interests in Sand Hills and Southern Hills and its 19.46 percent equity interest in Explorer.
- The December 2014 acquisition of Phillips 66's Bayway and Ferndale rail racks.
- The March 2014 acquisition of Phillips 66's Gold Line and Medford assets.

See Note 4—Acquisitions, Note 5—Equity Investments and Note 18—Cash Flow Information, in the Notes to Consolidated Financial Statements, for additional information on our acquisitions, including consideration paid and the cash and noncash elements of the transactions.

### Capital Expenditures and Investments

Our operations can be capital intensive, requiring investments to expand, upgrade, maintain or enhance existing operations and to meet environmental and operational requirements of our wholly owned and joint venture entities. Our capital requirements consist of maintenance and expansion capital expenditures on our assets, as well as contributions to our joint ventures. Examples of maintenance capital expenditures are those made to replace partially or fully depreciated assets, to maintain the existing operating capacity of our assets and to extend their useful lives, or other capital expenditures that are incurred in maintaining existing system volumes and related cash flows. In contrast, expansion capital expenditures are those made to expand and upgrade our systems and facilities and to construct or acquire new systems or facilities to grow our business, including contributions to joint ventures that are using the contributed funds for such purposes.

Our capital expenditures and investments for the years ended December 31, 2016, 2015 and 2014 were:

	Millions of Dollars		
	2016	2015	2014
Capital expenditures and investments attributable to Partnership			
Expansion	\$ 439	197	54
Maintenance	22	8	12
Total	461	205	66
Capital expenditures attributable to Predecessors*	96	690	707
<b>Total capital expenditures and investments</b>	<b>\$ 557</b>	<b>895</b>	<b>773</b>

\*Prior-period financial information has been retrospectively adjusted for acquisitions of businesses under common control.

Capital expenditures attributable to Predecessors for the three-year period ended December 31, 2016, primarily reflected construction of the Sweeny Fractionator and Clemens Caverns, as well as construction of rail racks to accept crude deliveries at the Phillips 66 Bayway and Ferndale refineries.

Our capital expenditures and investments attributable to the Partnership for the year ended December 31, 2016 , were \$461 million , reflecting:

- Acquisition of River Parish, a third party's NGL logistics assets.
- Investment in a 50 percent interest in STACK Pipeline, which owns and operates a crude storage terminal and a common carrier pipeline that transports crude oil.
- Increased storage capacity at Clemens Caverns to 7.5 million barrels.
- Investment in construction of the Sacagawea Pipeline, a crude oil gathering system in North Dakota.
- Investment in construction of the Bayou Bridge Pipeline, which will transport crude from Nederland, Texas, to St. James, Louisiana. The initial segment of the pipeline to the Phillips 66 refinery in Lake Charles, Louisiana, was placed in service in April 2016.
- Contributions to our Sand Hills joint venture to increase capacity on its NGL pipeline system.
- Acquisition from a third party of an additional 2.48 percent equity interest in Explorer.

Our capital expenditures and investments attributable to the Partnership for the year ended December 31, 2015 , were \$205 million , reflecting:

- Acquisition of Phillips 66's interest in the Bayou Bridge Pipeline.
- Shared construction costs of the joint venture projects with Paradigm, including construction of the Palermo Rail Terminal and the Sacagawea Pipeline.
- Construction, completion and startup of the Eagle Ford Gathering System.
- Contributions to our Sand Hills joint venture to increase capacity on its NGL pipeline system.
- Reactivation and expansion of the Cross-Channel Connector Products System.

Our capital expenditures and investments attributable to the Partnership for the year ended December 31, 2014 , were \$66 million , reflecting:

- Construction and acquisition costs associated with the Palermo Rail Terminal project.
- Acquisition costs associated with the Eagle Ford Gathering System project.
- Reactivation of the Cross-Channel Connector Products System.
- Replacement of buried piping with above-ground piping on our Clifton Ridge Crude System.
- Engineering and survey work in preparation for the construction of a new tank and installation of enhanced equipment at our Hartford terminal, as well as the reactivation of a portion of the Hartford connector pipeline to a new connection point to increase available capacity.

2017 Budget

We have forecasted capital expenditures and investments to be \$437 million for the year ending December 31, 2017. Of that amount, \$381 million is allocated to growth projects and \$56 million is targeted for maintenance capital spending. The forecasted capital expenditures and investments are primarily directed toward spending on:

- Construction of the St. James segment of the Bayou Bridge Pipeline.
- Contributions to STACK Pipeline to add capacity and to extend the origination point.
- Contributions to our Sand Hills joint venture to increase capacity on its NGL pipeline system.
- Expansion of the River Parish NGL system to reactivate and develop pipeline connections and a storage cavern.
- Various upgrades and replacements on our assets.

We anticipate the forecasted maintenance capital expenditures will be funded primarily with cash from operations. We expect to rely primarily upon financing sources, including borrowings under the Credit Agreement, borrowings from related parties and the issuance of debt and equity securities, to fund any significant expansion capital expenditures.

Cash Distributions

On January 18, 2017, the Board of Directors of our General Partner declared a quarterly cash distribution of \$0.558 per common unit which, combined with distributions to our General Partner, resulted in a total distribution of \$88 million attributable to the fourth quarter of 2016. This distribution was paid February 13, 2017, to unitholders of record as of January 31, 2017.

Cash distributions are made to our General Partner in respect of its 2 percent general partner interest and its ownership of all incentive distribution rights (IDRs), which entitles our General Partner to receive increasing percentages, up to 50 percent, of quarterly cash distributions in excess of \$0.244375 per unit. Accordingly, based on the per-unit distribution declared on January 18, 2017, our General Partner received 32 percent of the fourth-quarter 2016 cash distributions in respect of its 2 percent general partner interest and its ownership of all IDRs.

The following table summarizes our quarterly cash distributions for 2016 and 2015:

Quarter Ended	Quarterly Cash Distribution Per Limited Partner Unit* (Dollars)	Total Quarterly Cash Distribution (Millions of Dollars)	Date of Distribution
December 31, 2016	\$ 0.558	\$ 88	February 13, 2017
September 30, 2016	0.531	82	November 14, 2016
June 30, 2016	0.505	70	August 12, 2016
March 31, 2016	0.481	56	May 12, 2016
December 31, 2015	0.458	51	February 12, 2016
September 30, 2015	0.428	46	November 12, 2015
June 30, 2015	0.400	41	August 12, 2015
March 31, 2015	0.370	37	May 12, 2015

\*Cash distributions declared attributable to the indicated periods.

***Subordination Unit Conversion***

Following the May 12, 2015, payment of the cash distribution attributable to the first quarter of 2015, the requirements under the partnership agreement for the conversion of all subordinated units into common units were satisfied. As a result, in the second quarter of 2015 the 35,217,112 subordinated units held by Phillips 66 converted into common units on a one-for-one basis, and thereafter participate on terms equal with all other common units in distributions of available cash. The conversion of the subordinated units did not impact the amount of cash distributions paid by us or the total number of outstanding units.

**Contractual Obligations**

The following table summarizes our aggregate contractual obligations as of December 31, 2016 :

	Millions of Dollars				
	Payments Due by Period				
	Total	Up to 1 Year	Years 2-3	Years 4-5	After 5 Years
Debt obligations (a)	\$ 2,435	15	—	495	1,925
Interest on debt	1,676	87	177	165	1,247
Operating lease obligations	110	3	6	6	95
Purchase obligations (b)	87	50	13	12	12
<b>Other short-term and long-term liabilities:</b>					
Asset retirement obligations	9	—	—	—	9
Accrued environmental costs	2	—	1	—	1
<b>Total</b>	<b>\$ 4,319</b>	<b>155</b>	<b>197</b>	<b>678</b>	<b>3,289</b>

(a) See Note 11—Debt , in the Notes to Consolidated Financial Statements, for additional information.

(b) Represents any agreement to purchase goods or services that is enforceable and legally binding and that specifies all significant terms. Includes accounts payable reflected on our consolidated balance sheet.

In addition to the obligations included in the table above, we are party to an amended omnibus agreement with Phillips 66. The amended omnibus agreement contractually requires us to pay a monthly operational and administrative support fee in the amount of \$7 million to Phillips 66 for certain administrative and operational support services being provided to us. The amended omnibus agreement generally remains in full force and effect so long as Phillips 66 controls our General Partner. Due to the indefinite nature of the agreement's term, the fixed fee is not included in the contractual obligations table above.

**Contingencies**

From time to time, lawsuits involving a variety of claims that arise in the ordinary course of business are filed against us. We also may be required to remove or mitigate the effects on the environment of the placement, storage, disposal or release of certain chemical, mineral and petroleum substances at various sites. We regularly assess the need for accounting recognition or disclosure of these contingencies. In the case of all known contingencies (other than those related to income taxes), we accrue a liability when the loss is probable and the amount is reasonably estimable. If a range of amounts can be reasonably estimated and no amount within the range is a better estimate than any other amount, then the minimum of the range is accrued. We do not reduce these liabilities for potential insurance or third-party recoveries. If applicable, we accrue receivables for probable insurance or other third-party recoveries. In the case of income-tax-related contingencies, we use a cumulative probability-weighted loss accrual in cases where sustaining a tax position is less than certain.

Based on currently available information, we believe it is remote that future costs related to known contingent liability exposures will exceed current accruals by an amount that would have a material adverse impact on our consolidated financial statements. As we learn new facts concerning contingencies, we reassess our position both with respect to accrued liabilities and other potential exposures. Estimates particularly sensitive to future changes include any contingent liabilities recorded for environmental remediation, tax and legal matters. Estimated future environmental remediation costs are subject to change due to such factors as the uncertain magnitude of cleanup costs, the unknown time and extent of such remedial actions that may be required, and the determination of our liability in proportion to that of other potentially responsible parties. Estimated future costs related to tax and legal matters are subject to change as events evolve and as additional information becomes available during the administrative and litigation processes.

#### Regulatory Matters

Our interstate common carrier crude oil and refined petroleum products pipeline operations are subject to rate regulation by the Federal Energy Regulatory Commission under the Interstate Commerce Act and Energy Policy Act of 1992, and certain of our pipeline systems providing intrastate service are subject to rate regulation by applicable state authorities under their respective laws and regulations. Our pipeline, rail rack and terminal operations are also subject to safety regulations adopted by the Department of Transportation, as well as to state regulations.

#### Legal and Tax Matters

Under our amended omnibus agreement, Phillips 66 provides certain services for our benefit, including legal and tax support services, and we pay an operational and administrative support fee for these services. Phillips 66's legal and tax organizations apply their knowledge, experience and professional judgment to the specific characteristics of our cases and uncertain tax positions. Phillips 66's legal organization employs a litigation management process to manage and monitor the legal proceedings against us. The process facilitates the early evaluation and quantification of potential exposures in individual cases and enables tracking of those cases that have been scheduled for trial and/or mediation. Based on professional judgment and experience in using these litigation management tools and available information about current developments in all our cases, Phillips 66's legal organization regularly assesses the adequacy of current accruals and determines if adjustment of existing accruals, or establishment of new accruals, is required. As of December 31, 2016 and 2015, we did not have any material accrued contingent liabilities associated with litigation matters.

#### Environmental

We are subject to extensive federal, state and local environmental laws and regulations. These requirements, which change frequently, regulate the discharge of materials into the environment or otherwise relate to protection of the environment. Compliance with these laws and regulations may require us to remediate environmental damage from any discharge of petroleum or chemical substances from our facilities or require us to install additional pollution control equipment at or on our facilities. Our failure to comply with these or any other environmental or safety-related regulations could result in the assessment of administrative, civil, or criminal penalties, the imposition of investigatory and remedial liabilities, and the issuance of governmental orders that may subject us to additional operational constraints. Future expenditures may be required to comply with the Clean Air Act and other federal, state and local requirements in respect of our various sites, including our pipelines and storage assets. The impact of legislative and regulatory developments, if enacted or adopted, could result in increased compliance costs and additional operating restrictions on our business, each of which could have an adverse impact on our financial position, results of operations and liquidity.

As with all costs, if these expenditures are not ultimately reflected in the tariffs and other fees we receive for our services, our operating results will be adversely affected. We believe that substantially all similarly situated parties and holders of comparable assets must comply with similar environmental laws and regulations. However, the specific impact on each may vary depending on a number of factors, including, but not limited to, the age and location of its operating facilities.

We accrue for environmental remediation activities when the responsibility to remediate is probable and the amount of associated costs can be reasonably estimated. As environmental remediation matters proceed toward ultimate resolution or as additional remediation obligations arise, charges in excess of those previously accrued may be required. New or expanded environmental requirements, which could increase our environmental costs, may arise in the future. We believe we are in substantial compliance with all legal obligations regarding the environment and have established the environmental accruals that are currently required; however, it is not possible to predict all of the ultimate costs of compliance, including remediation costs that may be incurred and penalties that may be imposed, because not all of the

costs are fixed or presently determinable (even under existing legislation) and the costs may be affected by future legislation or regulations.

#### *Indemnification and Excluded Liabilities*

Under our amended omnibus agreement and pursuant to the terms of various agreements under which we acquired assets from Phillips 66, Phillips 66 will indemnify us, or assume responsibility, for certain environmental liabilities, tax liabilities, litigation and any other liabilities attributable to the ownership or operation of the assets contributed to us and that arose prior to the effective date of each acquisition. These indemnifications and exclusions from liability have, in some cases, time limits and deductibles. When Phillips 66 performs under any of these indemnifications or exclusions from liability, we recognize a non-cash expense and an associated non-cash capital contribution from our General Partner, as these are considered liabilities paid for by a principal unitholder.

We have assumed, and have agreed to pay, discharge and perform as and when due, all liabilities arising out of or attributable to the ownership or operation of the assets, or other activities occurring in connection with and attributable to the ownership or operation of the assets, from and after the effective date of each acquisition.

#### *Paradis Pipeline Station Incident*

On February 9, 2017, a fire occurred at the Paradis Pipeline Station on the River Parish NGL system, located west of New Orleans, Louisiana. There was one Phillips 66 employee fatality in the fire. The fire was extinguished and damage assessment is ongoing.

### **CRITICAL ACCOUNTING ESTIMATES**

The preparation of financial statements in conformity with GAAP requires management to select appropriate accounting policies and to make estimates and assumptions that affect the reported amounts of assets, liabilities, revenues and expenses.

See Note 2—Summary of Significant Accounting Policies, in the Notes to Consolidated Financial Statements, for descriptions of our major accounting policies. Certain of these accounting policies involve judgments and uncertainties to such an extent that there is a reasonable likelihood that materially different amounts would have been reported under different conditions, or if different assumptions had been used. The following discussions of critical accounting estimates, along with the discussion of contingencies in this report, address all important accounting areas where the nature of accounting estimates or assumptions could be material due to the levels of subjectivity and judgment necessary to account for highly uncertain matters or the susceptibility of such matters to change.

#### **Depreciation**

We calculate depreciation expense using the straight-line method over the estimated useful lives of our properties, plants and equipment (PP&E), currently ranging from 3 years to 45 years. Changes in the estimated useful lives of our PP&E could have a material effect on our results of operations.

#### **Impairments**

Long-lived assets used in operations are assessed for impairment whenever changes in facts and circumstances indicate a possible significant deterioration in future cash flows expected to be generated by an asset group. If the sum of the undiscounted pretax cash flows of an asset group is less than the carrying value, including applicable liabilities, the carrying value is written down to estimated fair value. Individual assets are grouped for impairment purposes based on a judgmental assessment of the lowest level for which there are identifiable cash flows that are largely independent of the cash flows of other groups of assets, generally at a pipeline system, terminal or fractionation system level. Because there usually is a lack of quoted market prices for long-lived assets, the fair value of impaired assets is typically determined using one or more of the following methods: present value of expected future cash flows using discount rates and other assumptions believed to be consistent with those used by principal market participants; a market multiple of earnings for similar assets; or historical market transactions of similar assets, adjusted using principal market participant assumptions when necessary. The expected future cash flows used for impairment reviews and related fair value calculations are based on judgmental assessments of future volumes, commodity prices, operating costs, margins, discount rates and capital project decisions, considering all available information at the date of review.

Investments in nonconsolidated entities accounted for under the equity method are reviewed for impairment when there is evidence of a loss in value. Such evidence of a loss in value might include our inability to recover the carrying amount, the lack of sustained earnings capacity which would justify the current investment amount, or a current fair value less than the investment's carrying amount. When it is determined such a loss in value is other than temporary, an impairment charge is recognized for the difference between the investment's carrying value and its estimated fair value. When determining whether a decline in value is other than temporary, management considers factors such as the length of time and extent of the decline, the investee's financial condition and near-term prospects, and our ability and intention to retain our investment for a period that will be sufficient to allow for any anticipated recovery in the market value of the investment. When quoted market prices are not available, the fair value is usually based on the present value of expected future cash flows using discount rates and other assumptions believed to be consistent with those used by principal market participants and a market analysis of comparable assets, if appropriate. Differing assumptions could affect the timing and the amount of an impairment of an investment in any period.

#### **Asset Retirement Obligations**

Under various contracts, permits and regulations, we have legal obligations to remove tangible equipment and restore the land at the end of operations at certain operational sites. Our largest asset removal obligations involve the abandonment or removal of pipeline. Estimating the timing and amount of payments for future asset removal costs is difficult. Most of these removal obligations are many years, or decades, in the future and the contracts and regulations often have vague descriptions of what removal practices and criteria must be met when the removal event actually occurs. Asset removal technologies and costs, regulatory and other compliance considerations, expenditure timing, and other inputs into valuation of the obligation, including discount and inflation rates, are also subject to change.

#### **Environmental Costs**

In addition to asset retirement obligations discussed above, under the above or similar contracts, permits and regulations, we have certain obligations to complete environmental-related projects. These obligations are primarily related to historical releases of refined petroleum products. Future environmental remediation costs are difficult to estimate because they are subject to change due to such factors as the uncertain magnitude of cleanup costs, the unknown time and extent of such remedial actions that may be required, and the determination of our liability in proportion to that of other responsible parties.

#### **Goodwill**

At December 31, 2016, we had \$185 million of goodwill recorded in conjunction with past business combinations. The majority of our goodwill was received through acquisitions from Phillips 66. In these common control transactions, the net assets acquired are recorded at Phillips 66's historical carrying value, including any associated goodwill. Goodwill is not amortized. Instead, goodwill is subject to at least an annual review for impairment at a reporting unit level. The reporting unit or units used to evaluate and measure goodwill for impairment are determined primarily from the manner in which the business is managed. A reporting unit is an operating segment or a component that is one level below an operating segment. We have one reporting unit with a goodwill balance.

Because quoted market prices for our reporting unit with a goodwill balance are not available, management applies judgment in determining the estimated fair values of the reporting unit for purposes of performing the goodwill impairment test. Management uses all available information to make this fair value determination, including observed market earnings multiples of comparable companies, our common unit price and associated total company market capitalization.

We completed our annual impairment test, as of October 1, 2016, and concluded that the fair value of our reporting unit with a goodwill balance exceeded the recorded net book value (including goodwill) by over 100 percent. However, a decline in the estimated fair value of the reporting unit in the future could result in an impairment. A prolonged or significant decline in our unit price or a significant decline in actual or forecasted earnings could provide evidence of a significant decline in fair value and a need to record a material impairment of goodwill. After we have completed our annual test, we continue to monitor for impairment indicators, which can lead to further goodwill impairment testing.

## NEW ACCOUNTING STANDARDS

In January 2017, the Financial Accounting Standards Board (FASB) issued Accounting Standards Update (ASU) 2017-04, “Intangibles—Goodwill and Other—Simplifying the Test for Goodwill Impairment,” which eliminates Step 2 from the goodwill impairment test. Under the revised test, an entity should perform its annual, or interim, goodwill impairment test by comparing the fair value of a reporting unit with its carrying amount. An entity should recognize an impairment charge for the amount by which the carrying amount exceeds the reporting unit’s fair value; however, the loss recognized should not exceed the total amount of goodwill allocated to that reporting unit. Public business entities should apply the guidance in ASU No. 2017-04 for its annual or any interim goodwill impairment tests in fiscal years beginning after December 15, 2019, with early adoption permitted. We are currently evaluating the provisions of ASU No. 2017-04.

In January 2017, the FASB issued ASU No. 2017-01, “Business Combinations: Clarifying the Definition of a Business,” which clarifies the definition of a business with the objective of adding guidance to assist in evaluating whether transactions should be accounted for as acquisitions of assets or businesses. The amendment provides a screen for determining when a transaction involves an acquisition of a business. If substantially all of the fair value of the gross assets acquired is concentrated in a single identifiable asset or a group of similar identifiable assets, then the transaction does not involve acquisition of a business. If the screen is not met, then the amendment requires that to be considered a business, the operation must include at a minimum an input and a substantive process that together significantly contribute to the ability to create an output. The guidance may reduce the number of transactions accounted for as business acquisitions. Public business entities should apply the guidance in ASU No. 2017-01 to annual periods beginning after December 15, 2017, including interim periods within those periods, with early adoption permitted. The amendments should be applied prospectively, and no disclosures are required at the effective date. We are currently evaluating the provisions of ASU No. 2017-01.

In November 2016, the FASB issued ASU No. 2016-18, “Statement of Cash Flows (Topic 230): Restricted Cash,” which clarifies the classification and presentation of changes in restricted cash. The amendment requires that a statement of cash flows explain the change during the period in the total of cash, cash equivalents, and amounts generally described as restricted cash and restricted cash equivalents. Public business entities should apply the guidance in ASU No. 2016-18 on a retrospective basis for annual periods beginning after December 15, 2017, including interim periods within those annual periods, with early adoption permitted. We do not expect the adoption of this ASU to have a material impact on our financial statements.

In August 2016, the FASB issued ASU No. 2016-15, “Statement of Cash Flows (Topic 230): Classification of Certain Cash Receipts and Cash Payments,” which clarifies the treatment of several cash flow categories. In addition, ASU No. 2016-15 clarifies that when cash receipts and cash payments have aspects of more than one class of cash flows and cannot be separated, classification will depend on the predominant source or use. Public business entities should apply the guidance in ASU No. 2016-15 on a retrospective basis for annual periods beginning after December 15, 2017, including interim periods within those annual periods, with early adoption permitted. We are currently evaluating the provisions of ASU No. 2016-15 and assessing the impact on our financial statements.

In February 2016, the FASB issued ASU No. 2016-02, “Leases (Topic 842).” In the new standard, the FASB modified its determination of whether a contract is a lease rather than whether a lease is a capital or operating lease under the previous GAAP. A contract represents a lease if a transfer of control occurs over identified PP&E for a period of time in exchange for consideration. Control over the use of the identified asset includes the right to obtain substantially all of the economic benefits from the use of the asset and the right to direct its use. The FASB continued to maintain two classifications of leases — financing and operating — which are substantially similar to capital and operating leases in the previous lease guidance. Under the new standard, recognition of assets and liabilities arising from operating leases will require recognition on the balance sheet. The effect of all leases in the statement of comprehensive income and the statement of cash flows will be largely unchanged. Lessor accounting will also be largely unchanged. Additional disclosures will be required for financing and operating leases for both lessors and lessees. Public business entities should apply the guidance in ASU No. 2016-02 for annual periods beginning after December 15, 2018, including interim periods within those annual periods. Early adoption is permitted. We are currently evaluating the provisions of ASU No. 2016-02 and assessing its impact on our financial statements.

In January 2016, the FASB issued ASU No. 2016-01, “Financial Instruments—Overall (Subtopic 825-10): Recognition and Measurement of Financial Assets and Financial Liabilities,” to meet its objective of providing more decision-useful information about financial instruments. The majority of this ASU’s provisions amend only the presentation or disclosures of financial instruments; however, one provision will also affect net income. Equity investments carried under the cost method or lower of cost or fair value method of accounting, in accordance with current GAAP, will have to be carried at fair value upon adoption of ASU No. 2016-01, with changes in fair value recorded in net income. For equity investments that do not have readily determinable fair values, a company may elect to carry such investments at cost less impairments, if any, adjusted up or down for price changes in similar financial instruments issued by the investee, when and if observed. Public business entities should apply the guidance in ASU No. 2016-01 for annual periods beginning after December 15, 2017, and interim periods within those annual periods, with early adoption prohibited. We are currently evaluating the provisions of ASU No. 2016-01. Our initial review indicates that ASU No. 2016-01 will have a limited impact on our financial statements.

In May 2014, the FASB issued ASU No. 2014-09, “Revenue from Contracts with Customers (Topic 606).” The new standard converged guidance on recognizing revenues in contracts with customers under GAAP and International Financial Reporting Standards. This ASU is intended to improve comparability of revenue recognition practices across entities, industries, jurisdictions and capital markets and expand disclosure requirements. In August 2015, the FASB issued ASU No. 2015-14, “Revenue from Contracts with Customers (Topic 606): Deferral of the Effective Date.” The amendment in this ASU defers the effective date of ASU No. 2014-09 for all entities for one year. Public business entities should apply the guidance in ASU No. 2014-09 to annual reporting periods beginning after December 15, 2017, including interim reporting periods within that reporting period. Earlier adoption is permitted only as of annual reporting periods beginning after December 31, 2016, including interim reporting periods within that reporting period. Retrospective or modified retrospective application of the accounting standard is required. ASU No. 2014-09 was further amended in March 2016 by the provisions of ASU No. 2016-08, “Principal versus Agent Considerations (Reporting Revenue Gross versus Net),” in April 2016 by the provisions of ASU No. 2016-10, “Identifying Performance Obligations and Licensing,” in May 2016 by the provisions of ASU No. 2016-12, “Narrow-Scope Improvements and Practical Expedients,” and in December 2016 by the provisions of ASU No. 2016-20, “Technical Corrections to Topic 606, Revenue from Contracts with Customers.” As part of our assessment work-to-date, we have formed an implementation work team, completed training on the new ASU’s revenue recognition model and are continuing our contract review and documentation. Our expectation is to adopt the standard on January 1, 2018, using the modified retrospective application. Our evaluation is ongoing, and based upon our analysis to-date, we have not identified any material impact on our financial statements.

**Item 7A. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK**

Market risk is the risk of loss arising from adverse fluctuations in interest rates, the exchange rates of foreign currency markets, and commodity prices. Since we operate only in the United States, we are not exposed to foreign currency exchange-rate risk.

*Commodity Price Risk*

As we neither take ownership of the crude oil, refined petroleum products or NGLs we transport or store for our customers nor engage in commodity trading, we have limited direct exposure to risks associated with fluctuating commodity prices. Certain of our pipeline tariffs include a contractual loss allowance, calculated as a percentage of throughput volume multiplied by the quoted market price of the commodities being shipped. This loss allowance, which represented 3 percent, 4 percent and 9 percent of our total operating revenues in 2016, 2015 and 2014, respectively, is more volatile than tariffs and terminaling fees, as it depends on and fluctuates with commodity prices of the products we transport and store; however, we do not intend to mitigate this risk to our revenues by hedging this commodity price exposure.

*Interest Rate Risk*

Our use of fixed- or variable-rate debt directly exposes us to interest rate risk. Fixed-rate debt, such as our senior notes, exposes us to changes in the fair value of our debt due to changes in market interest rates. Fixed-rate debt also exposes us to the risk that we may need to refinance maturing debt with new debt at higher rates, or that we may be obligated to pay rates higher than the current market. Variable-rate debt, such as borrowings under our revolving credit facility, exposes us to short-term changes in market rates that impact our interest expense.

The following tables provide information about our debt instruments that are sensitive to changes in U.S. interest rates. These tables present principal cash flows and related weighted-average interest rates by expected maturity dates. Weighted-average variable rates are based on effective rates at the reporting date. The carrying amount of our floating-rate debt approximates its fair value. The fair value of the fixed-rate financial instruments is estimated based on quoted market prices.

Expected Maturity Date	Millions of Dollars Except as Indicated			
	Fixed-Rate Maturity	Average Interest Rate	Floating Rate Maturity	Average Interest Rate
<b>Year-End 2016</b>				
2017	\$ —		\$ 15	1.8%
2018	—		—	
2019	—		—	
2020	300	2.6%	—	
2021	—		195	2.0%
Remaining years	1,925	4.2%	—	
<b>Total</b>	<b>\$ 2,225</b>		<b>\$ 210</b>	
<b>Fair value</b>	<b>\$ 2,147</b>		<b>\$ 210</b>	

Expected Maturity Date	Millions of Dollars Except as Indicated			
	Fixed-Rate Maturity	Average Interest Rate	Floating Rate Maturity	Average Interest Rate
<b>Year-End 2015*</b>				
2016	\$ —		\$ —	
2017	—		—	
2018	—		—	
2019	—		—	
2020	1,264	2.9%	—	
Remaining years	800	4.0%	—	
<b>Total</b>	<b>\$ 2,064</b>		<b>\$ —</b>	
<b>Fair value</b>	<b>\$ 1,900</b>		<b>\$ —</b>	

\*Prior-period financial information has been retrospectively adjusted for acquisitions of businesses under common control.

## CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING STATEMENTS

This report includes forward-looking statements. You can identify our forward-looking statements by the words “anticipate,” “estimate,” “believe,” “budget,” “continue,” “could,” “intend,” “may,” “plan,” “potential,” “predict,” “seek,” “should,” “will,” “would,” “expect,” “objective,” “projection,” “forecast,” “goal,” “guidance,” “outlook,” “effort,” “target” and similar expressions.

We based the forward-looking statements on our current expectations, estimates and projections about us and the industries in which we operate in general. We caution you these statements are not guarantees of future performance as they involve assumptions that, while made in good faith, may prove to be incorrect, and involve risks and uncertainties we cannot predict. In addition, we based many of these forward-looking statements on assumptions about future events that may prove to be inaccurate. Accordingly, our actual outcomes and results may differ materially from what we have expressed or forecast in the forward-looking statements. Any differences could result from a variety of factors, including the following:

- The continued ability of Phillips 66 to satisfy its obligations under our commercial and other agreements.
- The volume of crude oil, NGL and refined petroleum products we transport, fractionate, terminal and store.
- The tariff rates with respect to volumes that we transport through our regulated assets, which rates are subject to review and possible adjustment by federal and state regulators.
- Changes in revenue we realize under the loss allowance provisions of our regulated tariffs resulting from changes in underlying commodity prices.
- Fluctuations in the prices for crude oil, NGL and refined petroleum products.
- Changes in global economic conditions and the effects of a global economic downturn on the business of Phillips 66 and the business of its suppliers, customers, business partners and credit lenders.
- Liabilities associated with the risks and operational hazards inherent in transporting, fractionating, terminaling and storing crude oil, NGL and refined petroleum products.
- Curtailment of operations due to severe weather disruption; riots, strikes, lockouts or other industrial disturbances; or failure of information technology systems due to various causes, including unauthorized access or attack.
- Inability to timely obtain or maintain permits, including those necessary for capital projects; comply with government regulations; or make capital expenditures required to maintain compliance.
- Failure to timely complete construction of announced and future capital projects.
- The operation, financing and distribution decisions of our joint ventures.
- Costs or liabilities associated with federal, state, and local laws and regulations relating to environmental protection and safety, including spills, releases and pipeline integrity.
- Costs associated with compliance with evolving environmental laws and regulations on climate change.
- Costs associated with compliance with safety regulations, including pipeline integrity management program testing and related repairs.
- Changes in the cost or availability of third-party vessels, pipelines, railcars and other means of delivering and transporting crude oil, NGL and refined petroleum products.
- Direct or indirect effects on our business resulting from actual or threatened terrorist incidents or acts of war.
- The factors generally described in Item 1A. Risk Factors in this report.



**Item 8. FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA**

**PHILLIPS 66 PARTNERS LP**  
**INDEX TO FINANCIAL STATEMENTS**

	<u>Page</u>
<a href="#">Report of Management</a>	<a href="#">64</a>
<a href="#">Reports of Independent Registered Public Accounting Firm</a>	<a href="#">65</a>
<a href="#">Report of Independent Registered Public Accounting Firm (DCP Sand Hills Pipeline, LLC)</a>	<a href="#">67</a>
<a href="#">Report of Independent Registered Public Accounting Firm (DCP Southern Hills Pipeline, LLC)</a>	<a href="#">68</a>
<a href="#">Consolidated Financial Statements of Phillips 66 Partners LP:</a>	
<a href="#">Consolidated Statement of Income for the years ended December 31, 2016, 2015 and 2014</a>	<a href="#">69</a>
<a href="#">Consolidated Statement of Comprehensive Income for the years ended December 31, 2016, 2015 and 2014</a>	<a href="#">70</a>
<a href="#">Consolidated Balance Sheet at December 31, 2016 and 2015</a>	<a href="#">71</a>
<a href="#">Consolidated Statement of Cash Flows for the years ended December 31, 2016, 2015 and 2014</a>	<a href="#">72</a>
<a href="#">Consolidated Statement of Changes in Equity for the years ended December 31, 2016, 2015 and 2014</a>	<a href="#">73</a>
<a href="#">Notes to Consolidated Financial Statements</a>	<a href="#">75</a>
<a href="#">Supplementary Information</a>	
<a href="#">Selected Quarterly Financial Data (Unaudited)</a>	<a href="#">107</a>

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## Report of Management

The accompanying consolidated financial statements of Phillips 66 Partners LP (the Partnership) and the other information appearing in this Annual Report were prepared by, and are the responsibility of, management of the Partnership's general partner, Phillips 66 Partners GP LLC. The consolidated financial statements present fairly the Partnership's financial position, results of operations and cash flows in conformity with accounting principles generally accepted in the United States. In preparing its consolidated financial statements, the Partnership includes amounts that are based on estimates and judgments management of the Partnership's general partner believes are reasonable under the circumstances. The Partnership's financial statements have been audited by Ernst & Young LLP, an independent registered public accounting firm appointed by the Audit Committee of the Phillips 66 Partners GP LLC Board of Directors. The management of the Partnership's general partner has made available to Ernst & Young LLP all of the Partnership's financial records and related data, as well as the minutes of directors' meetings.

### Assessment of Internal Control Over Financial Reporting

Management is responsible for establishing and maintaining adequate internal control over financial reporting. Phillips 66 Partners' internal control system was designed to provide reasonable assurance to the management and directors of the Partnership's general partner regarding the preparation and fair presentation of published financial statements.

All internal control systems, no matter how well designed, have inherent limitations. Therefore, even those systems determined to be effective can provide only reasonable assurance with respect to financial statement preparation and presentation.

Management assessed the effectiveness of the Partnership's internal control over financial reporting as of December 31, 2016 . In making this assessment, it used the criteria set forth by the Committee of Sponsoring Organizations of the Treadway Commission in *Internal Control — Integrated Framework* (2013). Based on this assessment, management concluded the Partnership's internal control over financial reporting was effective as of December 31, 2016 .

Ernst & Young LLP has issued an audit report on the Partnership's internal control over financial reporting as of December 31, 2016 , and their report is included herein.

/s/ Greg C. Garland

/s/ Kevin J. Mitchell

### Greg C. Garland

Chairman of the Board of Directors and Chief  
Executive Officer  
Phillips 66 Partners GP LLC  
(the general partner of Phillips 66 Partners LP)

### Kevin J. Mitchell

Director, Vice President and  
Chief Financial Officer  
Phillips 66 Partners GP LLC  
(the general partner of Phillips 66 Partners LP)

February 17, 2017

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**Report of Independent Registered Public Accounting Firm**

The Board of Directors of Phillips 66 Partners GP LLC and  
Unitholders of Phillips 66 Partners LP

We have audited the accompanying consolidated balance sheet of Phillips 66 Partners LP as of December 31, 2016 and 2015 , and the related consolidated statements of income, comprehensive income, changes in equity and cash flows for each of the three years in the period ended December 31, 2016 . These financial statements are the responsibility of the management of the Partnership’s general partner, Phillips 66 Partners GP LLC. Our responsibility is to express an opinion on these financial statements based on our audits. We did not audit the consolidated financial statements of DCP Sand Hills Pipeline, LLC and DCP Southern Hills Pipeline, LLC (the “Pipelines”). The Partnership accounts for its 33.34% interest in each of the Pipelines using the equity method of accounting. In the consolidated financial statements, the Partnership’s total investment in the Pipelines is stated at \$657 million and \$644 million as of December 31, 2016 and 2015, respectively, and the Partnership’s total equity in net income of the Pipelines is stated at \$88 million and \$62 million for the years ended December 31, 2016 and 2015, respectively. Those statements were audited by other auditors whose reports have been furnished to us, and our opinion, insofar as it relates to the amounts included for the Pipelines, is based on the reports of the other auditors.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits and the reports of other auditors provide a reasonable basis for our opinion.

In our opinion, based on our audits and the reports of other auditors, the financial statements referred to above present fairly, in all material respects, the consolidated financial position of Phillips 66 Partners LP at December 31, 2016 and 2015 , and the consolidated results of its operations and its cash flows for each of the three years in the period ended December 31, 2016 , in conformity with U.S. generally accepted accounting principles.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), Phillips 66 Partners LP's internal control over financial reporting as of December 31, 2016 , based on criteria established in *Internal Control—Integrated Framework* issued by the Committee of Sponsoring Organizations of the Treadway Commission (2013 framework) and our report dated February 17, 2017 expressed an unqualified opinion thereon .

/s/ Ernst & Young LLP

Houston, Texas  
February 17, 2017

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**Report of Independent Registered Public Accounting Firm**

The Board of Directors of Phillips 66 Partners GP LLC and  
Unitholders of Phillips 66 Partners LP

We have audited Phillips 66 Partners LP's internal control over financial reporting as of December 31, 2016, based on criteria established in *Internal Control—Integrated Framework* issued by the Committee of Sponsoring Organizations of the Treadway Commission (2013 framework) (the COSO criteria). Management of the Partnership's general partner, Phillips 66 Partners GP LLC, is responsible for maintaining effective internal control over financial reporting, and for its assessment of the effectiveness of internal control over financial reporting included under the heading "Assessment of Internal Control Over Financial Reporting" in the accompanying "Report of Management." Our responsibility is to express an opinion on the Partnership's internal control over financial reporting based on our audit.

We conducted our audit in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether effective internal control over financial reporting was maintained in all material respects. Our audit included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, testing and evaluating the design and operating effectiveness of internal control based on the assessed risk, and performing such other procedures as we considered necessary in the circumstances. We believe that our audit provides a reasonable basis for our opinion.

A company's internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

In our opinion, Phillips 66 Partners LP maintained, in all material respects, effective internal control over financial reporting as of December 31, 2016, based on the COSO criteria.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), the 2016 consolidated financial statements of Phillips 66 Partners LP and our report dated February 17, 2017 expressed an unqualified opinion thereon.

/s/ Ernst & Young LLP

Houston, Texas  
February 17, 2017

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**Report of Independent Registered Public Accounting Firm**

To the Members of  
DCP Sand Hills Pipeline, LLC  
Denver, Colorado

We have audited the consolidated balance sheets of DCP Sand Hills Pipeline, LLC and subsidiary (the “Company”) as of December 31, 2016 and 2015, and the related consolidated statements of operations, changes in members’ equity, and cash flows for the year ended December 31, 2016 and for the period from March 2, 2015 through December 31, 2015. These consolidated financial statements are the responsibility of the Company’s management. Our responsibility is to express an opinion on these consolidated financial statements based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States) and in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free of material misstatement. The Company is not required to have, nor were we engaged to perform, an audit of its internal control over financial reporting. Our audits included consideration of internal control over financial reporting as a basis for designing audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company’s internal control over financial reporting. Accordingly, we express no such opinion. An audit also includes examining, on a test basis, evidence supporting the amounts and disclosures in the consolidated financial statements, assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, such consolidated financial statements present fairly, in all material respects, the financial position of DCP Sand Hills Pipeline, LLC and its subsidiary as of December 31, 2016 and 2015, and the results of their operations and their cash flows for the year ended December 31, 2016 and for the period from March 2, 2015 through December 31, 2015, in conformity with accounting principles generally accepted in the United States of America.

/s/ Deloitte & Touche LLP

Denver, Colorado  
February 10, 2017

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**Report of Independent Registered Public Accounting Firm**

To the Members of  
DCP Southern Hills Pipeline, LLC  
Denver, Colorado

We have audited the consolidated balance sheets of DCP Southern Hills Pipeline, LLC and subsidiary (the "Company") as of December 31, 2016 and 2015, and the related consolidated statements of operations, changes in members' equity, and cash flows for the years then ended. These consolidated financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these consolidated financial statements based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States) and in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free of material misstatement. The Company is not required to have, nor were we engaged to perform, an audit of its internal control over financial reporting. Our audits included consideration of internal control over financial reporting as a basis for designing audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control over financial reporting. Accordingly, we express no such opinion. An audit also includes examining, on a test basis, evidence supporting the amounts and disclosures in the consolidated financial statements, assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, such consolidated financial statements present fairly, in all material respects, the financial position of DCP Southern Hills Pipeline, LLC and its subsidiary as of December 31, 2016 and 2015, and the results of their operations and their cash flows for the years then ended, in conformity with accounting principles generally accepted in the United States of America.

/s/ Deloitte & Touche LLP

Denver, Colorado  
February 10, 2017

**Consolidated Statement of Income**

**Phillips 66 Partners LP**

Years Ended December 31	Millions of Dollars		
	2016	2015*	2014*
<b>Revenues and Other Income</b>			
Operating revenues—related parties	\$ 727	582	531
Operating revenues—third parties	31	30	24
Equity in earnings of affiliates	114	77	—
Other income	1	6	—
Total revenues and other income	873	695	555
<b>Costs and Expenses</b>			
Operating and maintenance expenses	216	203	184
Depreciation	96	61	46
General and administrative expenses	65	63	57
Taxes other than income taxes	33	27	16
Interest and debt expense	52	34	5
Other expenses	1	1	1
Total costs and expenses	463	389	309
Income before income taxes	410	306	246
Provision for income taxes	2	—	1
<b>Net income</b>	<b>408</b>	<b>306</b>	<b>245</b>
Less: Net income attributable to Predecessors	107	112	129
<b>Net income attributable to the Partnership</b>	<b>301</b>	<b>194</b>	<b>116</b>
Less: General partner's interest in net income attributable to the Partnership	92	41	8
<b>Limited partners' interest in net income attributable to the Partnership</b>	<b>\$ 209</b>	<b>153</b>	<b>108</b>
<b>Net Income Attributable to the Partnership Per Limited Partner Unit—Basic and Diluted (dollars)</b>			
Common units	\$ 2.20	2.02	1.48
Subordinated units—Phillips 66	—	1.24	1.45
<b>Cash Distributions Paid Per Limited Partner Unit (dollars)</b>	<b>\$ 1.9750</b>	<b>1.5380</b>	<b>1.1176</b>
<b>Average Limited Partner Units Outstanding—Basic and Diluted ( thousands )</b>			
Common units—public	34,804	23,376	18,889
Common units—Phillips 66	60,436	44,797	19,380
Subordinated units—Phillips 66	—	12,736	35,217

\*Prior-period financial information has been retrospectively adjusted for acquisitions of businesses under common control.  
See Notes to Consolidated Financial Statements.

**Consolidated Statement of Comprehensive Income**

**Phillips 66 Partners LP**

	Millions of Dollars		
	2016	2015*	2014*
<b>Net Income</b>	<b>\$ 408</b>	306	245
Defined benefit plans			
Plans sponsored by equity affiliates, net of tax	1	—	—
Other comprehensive income	1	—	—
<b>Comprehensive Income</b>	<b>\$ 409</b>	306	245

*\*Prior-period financial information has been retrospectively adjusted for acquisitions of businesses under common control.  
See Notes to Consolidated Financial Statements.*

**Consolidated Balance Sheet**

**Phillips 66 Partners LP**

At December 31	Millions of Dollars	
	2016	2015*
<b>Assets</b>		
Cash and cash equivalents	\$ 2	50
Accounts receivable—related parties	76	22
Accounts receivable—third parties	7	7
Materials and supplies	11	8
Prepaid expenses	4	2
Other current assets	—	2
Total Current Assets	100	91
Equity investments	1,142	945
Net properties, plants and equipment	2,675	2,437
Goodwill	185	182
Deferred rentals—related parties	5	6
Other assets	2	1
Total Assets	\$ 4,109	3,662
<b>Liabilities</b>		
Accounts payable—related parties	\$ 12	4
Accounts payable—third parties	31	82
Payroll and benefits payable	—	3
Accrued property and other taxes	10	14
Accrued interest	26	22
Short-term debt	15	—
Deferred revenues—related parties	14	4
Other current liabilities	3	4
Total Current Liabilities	111	133
Notes payable—related party	—	964
Long-term debt	2,396	1,091
Asset retirement obligations	9	11
Accrued environmental costs	2	4
Deferred income taxes	2	1
Deferred revenues—related parties—long-term	23	14
Total Liabilities	2,543	2,218
<b>Equity</b>		
Net investment—Predecessors	—	1,054
Common unitholders—public (2016—43,134,902 units issued and outstanding; 2015—24,138,750 units issued and outstanding)	1,795	809
Common unitholder—Phillips 66 (2016—64,047,024 units issued and outstanding; 2015—58,349,042 units issued and outstanding)	476	233
General partner—Phillips 66 (2016—2,187,386 units issued and outstanding; 2015—1,683,425 units issued and outstanding)	(704)	(650)
Accumulated other comprehensive loss	(1)	(2)
Total Equity	1,566	1,444
Total Liabilities and Equity	\$ 4,109	3,662

\*Prior-period financial information has been retrospectively adjusted for acquisitions of businesses under common control. See Notes to Consolidated Financial Statements.



**Consolidated Statement of Cash Flows**

**Phillips 66 Partners LP**

Years Ended December 31	Millions of Dollars		
	2016	2015*	2014*
<b>Cash Flows From Operating Activities</b>			
Net income	\$ 408	306	245
Adjustments to reconcile net income to net cash provided by operating activities			
Depreciation	96	61	46
Deferred rentals	1	—	—
Deferred taxes	—	—	—
Accrued environmental costs	1	1	—
Unfunded equity losses	1	—	—
Deferred revenues—long-term	9	11	2
Other	4	1	—
Working capital adjustments			
Decrease (increase) in accounts receivable	(58)	1	(14)
Decrease (increase) in materials and supplies	(2)	(2)	—
Decrease (increase) in prepaid expenses and other current assets	(2)	(2)	—
Increase (decrease) in accounts payable	19	(9)	12
Increase (decrease) in accrued interest	4	13	2
Increase (decrease) in deferred revenues	10	4	1
Increase (decrease) in other accruals	1	7	2
<b>Net Cash Provided by Operating Activities</b>	<b>492</b>	<b>392</b>	<b>296</b>
<b>Cash Flows From Investing Activities</b>			
Eagle acquisition	(990)	—	—
Sand Hills/Southern Hills/Explorer equity investment acquisition	—	(734)	—
Gold Line/Medford acquisition	—	—	(138)
Bayway/Ferndale/Cross-Channel acquisition	—	—	(28)
Cash capital expenditures and investments	(584)	(948)	(659)
Return of investment from equity affiliates	16	12	—
<b>Net Cash Used in Investing Activities</b>	<b>(1,558)</b>	<b>(1,670)</b>	<b>(825)</b>
<b>Cash Flows From Financing Activities</b>			
Net contributions from (to) Phillips 66 to (from) Predecessors	45	(46)	94
Project prefunding from Phillips 66	—	—	2
Acquisition of noncontrolling interest in Sweeny Frac LLC	(656)	—	—
Issuance of debt	2,118	1,781	380
Repayment of debt	(1,096)	(499)	(10)
Issuance of common units	983	396	—
Offering costs	(12)	(12)	—
Debt issuance costs	(10)	(10)	(1)
Distributions to General Partner associated with acquisitions**	(119)	(146)	(262)
Quarterly distributions to common unitholders—public	(64)	(35)	(21)
Quarterly distributions to common unitholder—Phillips 66	(119)	(63)	(22)
Quarterly distributions to subordinated unitholder—Phillips 66	—	(25)	(39)
Quarterly distributions to General Partner—Phillips 66	(76)	(30)	(4)
Other cash contributions from Phillips 66	24	—	4
<b>Net Cash Provided by Financing Activities</b>	<b>1,018</b>	<b>1,311</b>	<b>121</b>

<b>Net Change in Cash and Cash Equivalents</b>	<b>(48)</b>	33	(408)
Cash and cash equivalents at beginning of period	<b>50</b>	17	425
Cash and Cash Equivalents at End of Period	<b>\$ 2</b>	50	17

*\*Prior-period financial information has been retrospectively adjusted for acquisitions of businesses under common control.*

*\*\*See Note 18— Cash Flow Information*

*See Notes to Consolidated Financial Statements.*

**Consolidated Statement of Changes in Equity**

**Phillips 66 Partners LP**

	Millions of Dollars							Total*
	Partnership					Net Investment — Predecessors*		
	Common Unitholders Public	Common Unitholder Phillips 66	Subordinated Unitholder Phillips 66	General Partner Phillips 66	Accum. Other Comprehensive Loss			
December 31, 2013	\$ 408	49	105	11	—	1,025	1,598	
Net income attributable to Predecessors	—	—	—	—	—	129	129	
Net contributions from Phillips 66— Predecessors	—	—	—	—	—	109	109	
Contributions from Phillips 66 prior to acquisitions	—	—	—	—	—	4	4	
Project prefunding from Phillips 66	—	—	—	—	—	2	2	
Allocation of net investment—Predecessors and deemed net distributions to General Partner	—	—	—	(536)	—	(281)	(817)	
Issuance of units associated with acquisitions	—	1	—	—	—	—	1	
Net income attributable to the Partnership	28	29	51	8	—	—	116	
Quarterly cash distributions to unitholders and General Partner	(21)	(22)	(39)	(4)	—	—	(86)	
Other contributions from Phillips 66	—	—	—	4	—	—	4	
December 31, 2014	415	57	117	(517)	—	988	1,060	
Net income attributable to Predecessors	—	—	—	—	—	112	112	
Net contributions to Phillips 66— Predecessors	—	—	—	—	—	(46)	(46)	
Issuance of common units	384	—	—	—	—	—	384	
Conversion of subordinated units	—	107	(107)	—	—	—	—	
Deemed net distributions to General Partner associated with acquisitions	—	5	—	(150)	—	—	(145)	
Issuance of units associated with acquisitions	—	34	—	1	—	—	35	
Net income attributable to the Partnership	45	93	15	41	—	—	194	
Other comprehensive loss	—	—	—	—	(2)	—	(2)	
Quarterly cash distributions to unitholders and General Partner	(35)	(63)	(25)	(30)	—	—	(153)	
Other contributions from Phillips 66	—	—	—	5	—	—	5	
December 31, 2015	809	233	—	(650)	(2)	1,054	1,444	
Net income attributable to Predecessors	—	—	—	—	—	107	107	
Net contributions from Phillips 66— Predecessors	—	—	—	—	—	95	95	
Issuance of common units	971	—	—	—	—	—	971	
Allocation of net investment to unitholders	—	232	—	34	—	(266)	—	
Allocation of net investment—Predecessors and deemed net distributions to General Partner	—	—	—	(119)	—	(990)	(1,109)	
Net income attributable to the Partnership	79	130	—	92	—	—	301	
Other comprehensive income	—	—	—	—	1	—	1	
Quarterly cash distributions to unitholders and General Partner	(64)	(119)	—	(76)	—	—	(259)	
Other contributions from Phillips 66	—	—	—	15	—	—	15	
<b>December 31, 2016</b>	<b>\$ 1,795</b>	<b>476</b>	<b>—</b>	<b>(704)</b>	<b>(1)</b>	<b>—</b>	<b>1,566</b>	

\*Prior-period financial information has been retrospectively adjusted for acquisitions of businesses under common control.  
See Notes to Consolidated Financial Statements.

	<b>Phillips 66 Partners LP</b>				
	Common Units Public	Common Units Phillips 66	Subordinated Units Phillips 66	General Partner Units Phillips 66	Total Units
December 31, 2013	18,888,750	16,328,362	35,217,112	1,437,433	71,871,657
Units issued associated with acquisitions	—	4,610,136	—	94,085	4,704,221
December 31, 2014	18,888,750	20,938,498	35,217,112	1,531,518	76,575,878
Units issued in a public equity offering	5,250,000	—	—	—	5,250,000
Units issued associated with acquisitions	—	2,193,432	—	151,907	2,345,339
Subordinated unit conversion	—	35,217,112	(35,217,112)	—	—
December 31, 2015	24,138,750	58,349,042	—	1,683,425	84,171,217
Units issued in public equity offerings	<b>18,996,152</b>	—	—	—	<b>18,996,152</b>
Units issued associated with acquisitions	—	<b>5,697,982</b>	—	<b>503,961</b>	<b>6,201,943</b>
<b>December 31, 2016</b>	<b>43,134,902</b>	<b>64,047,024</b>	—	<b>2,187,386</b>	<b>109,369,312</b>

*See Notes to Consolidated Financial Statements.*

**Note 1— Business and Basis of Presentation**

Unless otherwise stated or the context otherwise indicates, all references to “Phillips 66 Partners,” “the Partnership,” “us,” “our,” “we,” or similar expressions refer to Phillips 66 Partners LP, including its consolidated subsidiaries. References to Phillips 66 may refer to Phillips 66 and/or its subsidiaries, depending on the context.

**Description of the Business**

We are a Delaware limited partnership formed in 2013 by Phillips 66 Company and Phillips 66 Partners GP LLC (our General Partner), both wholly owned subsidiaries of Phillips 66. On August 1, 2015, Phillips 66 Company transferred all of its limited partner interests in us and its 100 percent interest in our General Partner to its wholly owned subsidiary, Phillips 66 Project Development Inc. (Phillips 66 PDI). We are a growth-oriented master limited partnership formed to own, operate, develop and acquire primarily fee-based crude oil, refined petroleum products and natural gas liquids (NGL) pipelines, terminals and other midstream assets.

Our assets consist of crude oil, refined petroleum products and NGL transportation, terminaling and storage systems, as well as an NGL fractionator. We conduct our operations through both wholly owned and joint venture operations. The majority of our wholly owned assets are associated with, and integral to the operation of, nine of Phillips 66’s owned or joint venture refineries.

We generate revenue primarily by providing fee-based transportation, terminaling, storage and NGL fractionation services to Phillips 66 and other customers. Our equity affiliates generate revenue primarily from transporting and terminaling NGL, refined petroleum products and crude oil. Since we do not own any of the NGL, crude oil and refined petroleum products we handle and do not engage in the trading of NGL, crude oil and refined petroleum products, we have limited direct exposure to risks associated with fluctuating commodity prices, although these risks indirectly influence our activities and results of operations over the long term.

**Basis of Presentation**

We have acquired assets from Phillips 66 that were considered transfers of businesses between entities under common control. This required the transactions to be accounted for as if the transfers had occurred at the beginning of the transfer period, with prior periods retrospectively adjusted to furnish comparative information. Accordingly, the accompanying financial statements and related notes have been retrospectively adjusted to include the historical results and financial position of these acquired businesses prior to the effective date of each acquisition. We refer to these pre-acquisition operations as those of our “Predecessors.”

The combined financial statements of our Predecessors were derived from the accounting records of Phillips 66 and reflect the combined historical results of operations, financial position and cash flows of our Predecessors as if such businesses had been combined for all periods presented.

All intercompany transactions and accounts within our Predecessors have been eliminated. The assets and liabilities of our Predecessors in these financial statements have been reflected on a historical cost basis because the transfer of the Predecessors to us took place within the Phillips 66 consolidated group. The consolidated statement of income also includes expense allocations for certain functions performed by Phillips 66, including allocations of general corporate expenses related to executive oversight, accounting, treasury, tax, legal, information technology and procurement; and operational support services such as engineering and logistics. These allocations were based primarily on relative values of properties, plants and equipment and equity-method investments, or number of terminals and pipeline miles, and secondarily on activity-based cost allocations. Our management believes the assumptions underlying the allocation of expenses from Phillips 66 are reasonable. Nevertheless, the financial results of our Predecessors may not include all of the actual expenses that would have been incurred had our Predecessors been a stand-alone publicly traded partnership during the periods presented.

## **Note 2— Summary of Significant Accounting Policies**

### **Consolidation Principles and Investments**

Our consolidated financial statements include the accounts of majority-owned subsidiaries. All intercompany transactions and accounts have been eliminated. The equity method is used to account for investments in affiliates in which we have the ability to exert significant influence over the affiliates' operating and financial policies. Undivided interests in pipelines are consolidated on a proportionate basis.

### **Net Investment**

In the consolidated balance sheet, "Net investment" represents Phillips 66's historical investment in us, our accumulated net earnings after taxes, and the net effect of transactions with, and allocations from, Phillips 66.

### **Use of Estimates**

The preparation of financial statements in conformity with generally accepted accounting principles (GAAP) in the United States requires management to make estimates and assumptions that affect the reported amounts of assets, liabilities, revenue and expenses, as well as the disclosures of contingent assets and liabilities. Actual results could differ from these estimates.

### **Common Control Transactions**

Businesses acquired from Phillips 66 and its subsidiaries are accounted for as common control transactions whereby the net assets acquired are combined with ours at their carrying value. Any difference between carrying value and recognized consideration is treated as a capital transaction. To the extent that such transactions require prior periods to be recast, historical net equity amounts prior to the transaction date are reflected in "Net Investment." Cash consideration up to the carrying value of net assets acquired is presented as an investing activity in our consolidated statement of cash flows. Cash consideration in excess of the carrying value of net assets acquired is presented as a financing activity in our consolidated statement of cash flows.

### **Revenue Recognition**

Revenue is recognized for NGL, crude oil and refined petroleum product pipeline transportation based on the delivery of actual volumes transported at contractual tariff rates. Revenue is recognized for NGL, crude oil and refined petroleum product terminaling, storage, and fractionation services as performed based on contractual rates related to throughput volumes, capacity or cost-plus-margin arrangements. A significant portion of our revenue is derived from Phillips 66.

Transportation contracts that are operating leases and include rentals with fixed escalation are recognized on a straight-line basis over the lease term. Any difference between the transportation fee recognized under the straight-line method and the transportation fee received in cash is deferred to the consolidated balance sheet as "Deferred rentals-related parties." If the underlying transportation contract is amended to eliminate fixed escalation, the balance of deferred rentals is amortized over the remaining life of the contract.

Certain transportation services agreements, terminal services agreements and a fractionation service agreement with Phillips 66 are considered operating leases under GAAP. Revenues from these agreements are recorded within "Operating revenues—related parties" on our combined statement of income. See Note 14—Leases for additional information on these operating leases and Note 20—Related Party Transactions for additional information on our agreements with Phillips 66.

Billings to Phillips 66 for shortfall volumes under its quarterly minimum volume commitments are recorded as "Deferred revenues—related parties" in our combined balance sheet, as Phillips 66 has the right to make up the shortfall volumes in the following four quarters. The deferred revenue will be recognized at the earlier of when shortfall volumes are made up or when the make-up rights contractually expire.

At the time the Clemens Caverns commenced operations, the caverns had not reached total planned working capacity contracted under the storage agreement. During the build-out of the remaining capacity, a portion of the monthly storage fees is deferred. The deferred revenue is recognized over the remaining term of the agreement as additional storage capacity is placed into service.

### **Cash Equivalents**

Cash equivalents are highly liquid, short-term investments that are readily convertible to known amounts of cash and will mature within 90 days or less from the date of acquisition. We carry these at cost plus accrued interest, which approximates fair value.

### **Imbalances**

We do not purchase or produce NGL, crude oil or refined petroleum product inventories. We experience imbalances as a result of variances in meter readings and in other measurement methods, and volume fluctuations within our NGL, crude oil and refined products systems due to pressure and temperature changes. Certain of our transportation contracts provide for the shipper to pay a contractual loss allowance, which is valued using quoted market prices of the applicable commodity being shipped. These contractual loss allowances, which are received from the shipper irrespective of, and calculated independently from, actual volumetric gains or losses, are recorded as revenue. Any actual volumetric gains or losses are valued using quoted market prices of the applicable commodities and are recorded as decreases or increases to operating and maintenance expenses, respectively.

### **Fair Value Measurements**

We measure assets and liabilities requiring fair value presentation or disclosure using an exit price (i.e., the price that would be received to sell an asset or paid to transfer a liability) and disclose such amounts according to the quality of valuation inputs under the following hierarchy:

- Level 1: Quoted prices in an active market for identical assets or liabilities.
- Level 2: Observable inputs other than quoted prices included within Level 1 for the asset or liability, either directly or indirectly through market-corroborated inputs.
- Level 3: Unobservable inputs that are significant to the fair value of assets or liabilities.

We classify the fair value of an asset or liability based on the lowest level of input significant to its measurement. A fair value initially reported as Level 3 will be subsequently reported as Level 2 if the unobservable inputs become inconsequential to its measurement, or corroborating market data becomes available. Asset and liability fair values initially reported as Level 2 will be subsequently reported as Level 3 if corroborating market data becomes unavailable.

The carrying amounts of our trade receivables and payables approximate fair values.

### *Nonrecurring Fair Value Measurements*

Fair value measurements are applied with respect to our nonfinancial assets and liabilities measured on a nonrecurring basis, which consist primarily of asset retirement obligations. Nonrecurring fair value measurements are also applied, when applicable, to determine the fair value of our long-lived assets.

### **Properties, Plants and Equipment (PP&E)**

PP&E is stated at cost. Costs of maintenance and repairs, which are not significant improvements, are expensed when incurred. Depreciation of PP&E is determined by the individual-unit-straight-line method or the group-straight-line method (for those individual units that are highly integrated with other units).

### **Capitalized Interest**

Interest from external borrowings is capitalized on major projects with an expected construction period of six months or longer. Capitalized interest is added to the cost of the underlying asset's PP&E and is amortized over the useful life of the asset.

### **Major Maintenance Activities**

Costs for planned integrity management projects are expensed in the period incurred. These types of costs include inspection services, contractor repair services, materials and supplies, equipment rentals and labor costs.

### **Impairment of PP&E**

PP&E used in operations are assessed for impairment whenever changes in facts and circumstances indicate a possible significant deterioration in the future cash flows expected to be generated by an asset group. If, upon review, the sum of the undiscounted pretax cash flows is less than the carrying value of the asset group, including applicable liabilities, then the carrying value is written down to estimated fair value and reported as impairments in the period in which the determination of the impairment is made. Individual assets are grouped for impairment purposes at the lowest level for which identifiable cash flows are largely independent of the cash flows of other groups of assets—generally at the pipeline system, terminal level or fractionation system. Since there usually is a lack of quoted market prices for our long-lived assets, the fair value of potentially impaired assets is typically determined based on the present values of expected future cash flows using discount rates believed to be consistent with those used by principal market participants or based on a multiple of operating cash flow validated with historical market transactions of similar assets where possible.

The expected future cash flows used for impairment reviews and related fair value calculations are based on estimated future throughputs, tariffs and fees, operating costs and capital project decisions, considering all available evidence at the date of review.

### **Goodwill**

Goodwill represents the excess of the purchase price over the estimated fair value of the net assets acquired in the acquisition of a business. Goodwill is not amortized, but rather is tested for impairment annually and when events or changes in circumstances indicate that the fair value of the reporting unit with goodwill has been reduced below carrying value. The majority of our goodwill was received through acquisitions from Phillips 66. In these common control transactions, the net assets acquired are recorded at Phillips 66's historical carrying value, including any associated goodwill. We have one reporting unit with a goodwill balance for testing goodwill for impairment.

### **Asset Retirement Obligations and Environmental Costs**

Fair values of legal obligations to abandon or remove long-lived assets are recorded in the period in which the obligation is incurred. When the liability is initially recorded, we capitalize this cost by increasing the carrying amount of the related PP&E. Over time, the liability is increased for the change in its present value, and the capitalized cost in PP&E is depreciated over the useful life of the related asset. Our estimate may change after initial recognition, in which case we record an adjustment to the liability and PP&E.

Environmental expenditures are expensed or capitalized, depending upon their future economic benefit. Expenditures relating to an existing condition caused by past operations, and those having no future economic benefit, are expensed.

Liabilities for environmental expenditures are recorded on an undiscounted basis (unless acquired in a purchase business combination) when environmental assessments or cleanups are probable and the costs can be reasonably estimated.

### **Impairment of Investments in Nonconsolidated Entities**

Investments in nonconsolidated entities are assessed for impairment whenever changes in the facts and circumstances indicate a loss in value has occurred. When indicators exist, the fair value is estimated and compared to the investment carrying value. If any impairment is judgmentally determined to be other than temporary, the carrying value of the investment is written down to fair value. The fair value of the impaired investment is based on quoted market prices, if available, or upon the present value of expected future cash flows using discount rates and other assumptions believed to be consistent with those used by principal market participants and a market analysis of comparable assets, if appropriate.

### **Income Taxes**

We follow the asset and liability method of accounting for income taxes. Under this method, deferred income taxes are recognized for the tax consequences of temporary differences between the financial statement carrying amounts and the tax basis of the assets and liabilities. Our operations are treated as a partnership for federal and state income tax purposes, with each partner being separately taxed on its share of the taxable income. Therefore, we have excluded income taxes from these consolidated financial statements, except for the income tax provision resulting from state laws that apply to entities organized as partnerships. Our tax provision is computed as if we were a stand-alone tax paying entity. Any interest related to income taxes would be included in interest and debt expense, and penalties would be included in operating and maintenance expenses.

### **Note 3— Changes in Accounting Principles**

Effective January 1, 2016, we early adopted the Financial Accounting Standards Board (FASB) Accounting Standards Update (ASU) No. 2015-17, “Income Taxes (Topic 740): Balance Sheet Classification of Deferred Taxes.” The new update simplified the presentation of deferred income taxes and required deferred tax liabilities and assets be classified as noncurrent in a classified statement of financial position. The classification was made at the taxpaying component level of an entity, after reflecting any offset of deferred tax liabilities, deferred tax assets and any related valuation allowances. We applied the amendments prospectively to all deferred tax liabilities and assets.

In June 2014, the FASB issued ASU No. 2014-10, “Development Stage Entities (Topic 915): Elimination of Certain Financial Reporting Requirements, Including an Amendment to Variable Interest Entities (VIE) Guidance in Topic 810, Consolidation.” The new standard removed the definition of a development stage entity from the Master Glossary of the Accounting Standard Codification (ASC) and the related financial reporting requirements specific to development stage entities. This ASU is intended to reduce cost and complexity of financial reporting for entities that have not commenced planned principal operations. For financial reporting requirements other than the VIE guidance in ASC Topic 810, “Consolidation,” ASU No. 2014-10 was effective for annual and quarterly reporting periods of public entities beginning after December 15, 2014. For the financial reporting requirements related to VIEs in ASC Topic 810, “Consolidation,” ASU No. 2014-10 was effective for annual and quarterly reporting periods of public entities beginning after December 15, 2015. We adopted the provisions of this ASU related to the financial reporting requirements other than the VIE guidance effective January 1, 2015. We adopted the remaining provisions effective January 1, 2016.

### **Note 4— Acquisitions**

#### **2016 Acquisitions**

During 2016, we and a co-venturer formed STACK Pipeline LLC (STACK Pipeline), a 50 / 50 joint venture. In addition, we acquired an additional 2.48 percent interest in Explorer Pipeline Company (Explorer). See Note 5—Equity Investments for information regarding our equity investments.

#### **River Parish Acquisition**

On November 17, 2016, we acquired a third party’s NGL logistics system in southeast Louisiana. We financed this transaction with cash and borrowings under our revolving credit facility. The acquired system includes a pipeline and storage caverns connecting multiple third-party fractionators, a petrochemical plant and several refineries, including the Phillips 66 Alliance Refinery. As of December 31, 2016, we provisionally recorded \$183 million of PP&E.

#### **Fractionator Acquisitions**

*Initial Fractionator Acquisition.* On February 17, 2016, we entered into a Contribution, Conveyance and Assumption Agreement (CCAA) with subsidiaries of Phillips 66 to acquire a 25 percent controlling interest in Phillips 66 Sweeny Frac LLC (Sweeny Frac LLC) for total consideration of \$236 million (the Initial Fractionator Acquisition). Total consideration consisted of the assumption of a \$212 million note payable to a subsidiary of Phillips 66 and the issuance of 412,823 common units to Phillips 66 PDI and 8,425 general partner units to our General Partner to maintain its 2 percent general partner interest. The Initial Fractionator Acquisition closed on March 1, 2016. Total transaction costs of \$1 million were expensed as incurred.

*Subsequent Fractionator Acquisition.* On May 4, 2016, we entered into a CCAA with subsidiaries of Phillips 66 to acquire the remaining 75 percent interest in Sweeny Frac LLC and 100 percent of the Standish Pipeline for total consideration of \$775 million (the Subsequent Fractionator Acquisition). Total consideration consisted of the assumption of \$675 million of notes payable to a subsidiary of Phillips 66 and the issuance of 1,400,922 common units to Phillips 66 PDI and 286,753 general partner units to our General Partner to maintain its 2 percent general partner interest in us after also taking into account the public offering we completed on May 10, 2016. The Subsequent Fractionator Acquisition closed on May 10, 2016. Total transaction costs of \$1 million were expensed as incurred.

*Acquired Assets.* Through the Initial Fractionator Acquisition and Subsequent Fractionator Acquisition (collectively, the Fractionator Acquisitions), we acquired the following assets (the Acquired Fractionator Assets):

- *Sweeny NGL Fractionator.* The newly constructed NGL fractionator is located within Phillips 66's Sweeny refinery complex in Old Ocean, Texas. The NGL fractionator uses distillation to process a raw (Y-grade) NGL stream into its individual purity components, such as propane and butane.
- *Clemens Caverns.* The newly constructed underground salt dome NGL storage facility is located near Brazoria, Texas. The Clemens Caverns facilitate handling of Y-grade NGL for input into the Sweeny NGL Fractionator, as well as storage of purity NGL products produced by the fractionator.
- *Standish Pipeline.* The refined petroleum product pipeline extends from Phillips 66's refinery in Ponca City, Oklahoma, to our terminal in Wichita, Kansas.

Construction activities on the Sweeny NGL Fractionator and Clemens Caverns began in 2013. Commercial operations at the Sweeny NGL Fractionator commenced in December 2015, and commercial operations at the Clemens Caverns commenced in September 2015.

### **Eagle Acquisition**

On October 11, 2016, we entered into a CCAA with subsidiaries of Phillips 66 for us to acquire certain pipeline and terminal assets supporting four Phillips 66-operated refineries (the Eagle Acquisition). The Eagle Acquisition closed on October 14, 2016. We paid Phillips 66 total consideration of \$1,305 million, consisting of \$1,109 million in cash and the issuance of 3,884,237 common units to Phillips 66 PDI and 208,783 general partner units to our General Partner to allow it to maintain its 2 percent general partner ownership in us.

*Acquired Assets.* Through the Eagle Acquisition, we acquired the following assets (the Acquired Eagle Assets):

- *Ponca Crude System* : A crude pipeline and terminal system that provides crude supply for Phillips 66's Ponca City Refinery.
- *Ponca Products System* : A refined products and NGL pipeline and terminal system that provides product takeaway transportation services for Phillips 66's Ponca City Refinery.
- *Billings Crude System* : A crude pipeline and terminal system that provides crude supply for Phillips 66's Billings Refinery.
- *Billings Products System* : A refined products pipeline and terminal system that provides product takeaway transportation services for Phillips 66's Billings Refinery.
- *Bayway Products System* : A refined products and NGL terminal system that provides storage services for Phillips 66's Bayway Refinery.
- *Borger Crude System*: A crude pipeline and terminal system that provides crude supply for the Phillips 66-operated and jointly owned Borger Refinery.
- *Borger Refinery Products System* : A refined products pipeline and terminal system that provides product takeaway transportation services for the Borger Refinery.

In connection with the Fractionator Acquisitions and the Eagle Acquisition, we entered into commercial agreements with Phillips 66 and amended the omnibus and operational services agreements with Phillips 66. See Note 20— Related Party Transactions for additional information on our commercial and support agreements with Phillips 66.

### Common Control Transactions

The Fractionator Acquisitions and the Eagle Acquisition (collectively, the Acquisitions) were considered transfers of businesses between entities under common control, and therefore the related acquired assets were transferred at historical carrying value. The aggregate net book value of the Acquired Fractionator Assets and the Acquired Eagle Assets (collectively, the Acquired Assets), at the time of acquisition, was \$1,154 million and \$990 million, respectively. Because the Acquisitions were common control transactions in which we acquired businesses, our historical financial statements have been retrospectively adjusted to reflect the results of operations, financial position, and cash flows of the Acquired Assets as if we owned the Acquired Assets for all periods presented.

The following tables present our results of operations and financial position giving effect to the Acquisitions. In the 2016 consolidated statements of income and cash flows tables, the first column includes the consolidated results of the Acquired Assets after the effective date of each acquisition. In the 2015 and 2014 consolidated statements of income and cash flows table, as well as the 2015 consolidated balance sheet table, the first column represents our historical financial information prior to the retrospective adjustments for the Acquired Assets, as presented in our 2015 Form 10-K filing. The second and third columns in all tables present the retrospective adjustments made to our historical financial information for the Acquired Assets prior to the effective date of acquisition. The fourth column in all tables presents our consolidated financial information as retrospectively adjusted.

	Millions of Dollars			
	<b>December 31, 2016</b>			
<b>Consolidated Statement of Income</b>	Phillips 66 Partners LP	Acquired Fractionator Assets Predecessor	Acquired Eagle Assets Predecessor	Consolidated Results
<b>Revenues and Other Income</b>				
Operating revenues—related parties	\$ 474	24	229	727
Operating revenues—third parties	14	—	17	31
Equity in earnings of affiliates	114	—	—	114
Other income	1	—	—	1
Total revenues and other income	603	24	246	873
<b>Costs and Expenses</b>				
Operating and maintenance expenses	120	5	91	216
Depreciation	62	5	29	96
General and administrative expenses	40	1	24	65
Taxes other than income taxes	19	2	12	33
Interest and debt expense	52	—	—	52
Other expenses	—	—	1	1
Total costs and expenses	293	13	157	463
Income before income taxes	310	11	89	410
Provision for income taxes	2	—	—	2
<b>Net income</b>	<b>308</b>	<b>11</b>	<b>89</b>	<b>408</b>
Less: Net income attributable to noncontrolling interests	7	(7)	—	—
Less: Net income attributable to Predecessors	—	18	89	107
<b>Net income attributable to the Partnership</b>	<b>\$ 301</b>	<b>—</b>	<b>—</b>	<b>301</b>

	Millions of Dollars			
	December 31, 2015			
<b>Consolidated Statement of Income</b>	Phillips 66 Partners LP (As Previously Reported)	Acquired Fractionator Assets Predecessor	Acquired Eagle Assets Predecessor	Consolidated Results (As Currently Reported)
<b>Revenues and Other Income</b>				
Operating revenues—related parties	\$ 260	30	292	582
Operating revenues—third parties	5	—	25	30
Equity in earnings of affiliates	77	—	—	77
Other income	6	—	—	6
Total revenues and other income	348	30	317	695
<b>Costs and Expenses</b>				
Operating and maintenance expenses	62	23	118	203
Depreciation	22	4	35	61
General and administrative expenses	27	5	31	63
Taxes other than income taxes	9	3	15	27
Interest and debt expense	34	—	—	34
Other expenses	—	—	1	1
Total costs and expenses	154	35	200	389
Income (loss) before income taxes	194	(5)	117	306
Provision for income taxes	—	—	—	—
<b>Net income (loss)</b>	194	(5)	117	306
Less: Net income (loss) attributable to Predecessors	—	(5)	117	112
<b>Net income attributable to the Partnership</b>	\$ 194	—	—	194

	Millions of Dollars			
	December 31, 2014			
<b>Consolidated Statement of Income</b>	Phillips 66 Partners LP (As Previously Reported)	Acquired Fractionator Assets Predecessor	Acquired Eagle Assets Predecessor	Consolidated Results (As Currently Reported)
<b>Revenues and Other Income</b>				
Operating revenues—related parties	\$ 223	15	293	531
Operating revenues—third parties	6	—	18	24
Equity in earnings of affiliates	—	—	—	—
Other income	—	—	—	—
Total revenues and other income	229	15	311	555
<b>Costs and Expenses</b>				
Operating and maintenance expenses	53	2	129	184
Depreciation	16	1	29	46
General and administrative expenses	26	2	29	57
Taxes other than income taxes	4	—	12	16
Interest and debt expense	5	—	—	5
Other expenses	—	—	1	1
Total costs and expenses	104	5	200	309
Income before income taxes	125	10	111	246
Provision for income taxes	1	—	—	1
<b>Net income</b>	124	10	111	245
Less: Net income attributable to Predecessors	8	10	111	129
<b>Net income attributable to the Partnership</b>	\$ 116	—	—	116

	Millions of Dollars			
	December 31, 2015			
	Phillips 66 Partners LP (As Previously Reported)	Acquired Fractionator Assets Predecessor	Acquired Eagle Assets Predecessor	Consolidated Results (As Currently Reported)
<b>Consolidated Balance Sheet</b>				
<b>Assets</b>				
Cash and cash equivalents	\$ 48	2	—	50
Accounts receivable—related parties	22	—	—	22
Accounts receivable—third parties	3	—	4	7
Materials and supplies	2	2	4	8
Prepaid expenses	2	—	—	2
Other current assets	—	2	—	2
Total Current Assets	77	6	8	91
Equity investments	945	—	—	945
Net properties, plants and equipment	492	1,152	793	2,437
Goodwill	3	—	179	182
Deferred rentals—related parties	6	—	—	6
Other assets	1	—	—	1
<b>Total Assets</b>	<b>\$ 1,524</b>	<b>1,158</b>	<b>980</b>	<b>3,662</b>
<b>Liabilities</b>				
Accounts payable—related parties	\$ 4	—	—	4
Accounts payable—third parties	9	58	15	82
Payroll and benefits payable	—	1	2	3
Accrued property and other taxes	5	3	6	14
Accrued interest	15	7	—	22
Deferred revenues—related parties	4	—	—	4
Other current liabilities	1	—	3	4
Total Current Liabilities	38	69	26	133
Notes payable—related party	—	964	—	964
Long-term debt	1,091	—	—	1,091
Asset retirement obligations	3	1	7	11
Accrued environmental costs	1	—	3	4
Deferred income taxes	—	—	1	1
Deferred revenues—related parties—long-term	1	10	3	14
<b>Total Liabilities</b>	<b>1,134</b>	<b>1,044</b>	<b>40</b>	<b>2,218</b>
<b>Equity</b>				
Net investment—Predecessors	—	114	940	1,054
Common unitholders—public (2015—24,138,750 units issued and outstanding; 2014—18,888,750 units issued and outstanding)	809	—	—	809
Common unitholder—Phillips 66 (2015—58,349,042 units issued and outstanding; 2014—20,938,948 units issued and outstanding)	233	—	—	233
General partner—Phillips 66 (2015—1,683,425 units issued and outstanding; 2014—1,531,518 units issued and outstanding)	(650)	—	—	(650)
Accumulated other comprehensive loss	(2)	—	—	(2)
<b>Total Equity</b>	<b>390</b>	<b>114</b>	<b>940</b>	<b>1,444</b>

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Total Liabilities and Equity	\$	1,524	1,158	980	3,662
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	Millions of Dollars			
	<b>December 31, 2016</b>			
<b>Consolidated Statement of Cash Flows</b>	Phillips 66 Partners LP	Acquired Fractionator Assets Predecessor	Acquired Eagle Assets Predecessor	Consolidated Results
<b>Cash Flows From Operating Activities</b>				
Net income	\$ 308	11	89	408
Adjustments to reconcile net income to net cash provided by operating activities				
Depreciation	62	5	29	96
Deferred rentals	1	—	—	1
Accrued environmental costs	1	—	—	1
Unfunded equity losses	1	—	—	1
Deferred revenues—long-term	9	—	—	9
Other	—	6	(2)	4
Working capital adjustments			—	
Decrease (increase) in accounts receivable	(58)	—	—	(58)
Decrease (increase) in materials and supplies	(2)	—	—	(2)
Decrease (increase) in prepaid expenses and other current assets	(2)	—	—	(2)
Increase (decrease) in accounts payable	16	1	2	19
Increase (decrease) in accrued interest	4	—	—	4
Increase (decrease) in deferred revenues	10	—	—	10
Increase (decrease) in other accruals	(3)	(1)	5	1
<b>Net Cash Provided by Operating Activities</b>	<b>347</b>	<b>22</b>	<b>123</b>	<b>492</b>
<b>Cash Flows From Investing Activities</b>				
Eagle acquisition	(990)	—	—	(990)
Cash capital expenditures and investments	(469)	(36)	(79)	(584)
Return of investment from equity affiliates	16	—	—	16
<b>Net Cash Used in Investing Activities</b>	<b>(1,443)</b>	<b>(36)</b>	<b>(79)</b>	<b>(1,558)</b>
<b>Cash Flows From Financing Activities</b>				
Net contributions from (to) Phillips 66 to (from) Predecessors	—	89	(44)	45
Acquisition of noncontrolling interest in Sweeny Frac LLC	(656)	—	—	(656)
Issuance of debt	2,090	28	—	2,118
Repayment of debt	(991)	(105)	—	(1,096)
Issuance of common units	983	—	—	983
Offering costs	(12)	—	—	(12)
Debt issuance costs	(10)	—	—	(10)
Distributions to General Partner associated with acquisitions	(119)	—	—	(119)
Quarterly distributions to common unitholders—public	(64)	—	—	(64)
Quarterly distributions to common unitholder—Phillips 66	(119)	—	—	(119)
Quarterly distributions to General Partner—Phillips 66	(76)	—	—	(76)
Other cash contributions from Phillips 66	24	—	—	24
<b>Net Cash Provided by (Used in) Financing Activities</b>	<b>1,050</b>	<b>12</b>	<b>(44)</b>	<b>1,018</b>

<b>Net Change in Cash and Cash Equivalents</b>	(46)	(2)	—	(48)
Cash and cash equivalents at beginning of period	48	2	—	50
Cash and Cash Equivalents at End of Period	\$ 2	—	—	2

Consolidated Statement of Cash Flows	Millions of Dollars			
	December 31, 2015			
	Phillips 66 Partners LP (As Previously Reported)	Acquired Fractionator Assets Predecessor	Acquired Eagle Assets Predecessor	Consolidated Results (As Currently Reported)
<b>Cash Flows From Operating Activities</b>				
Net income (loss)	\$ 194	(5)	117	306
Adjustments to reconcile net income (loss) to net cash provided by operating activities				
Depreciation	22	4	35	61
Accrued environmental costs	1	—	—	1
Deferred revenues	—	11	—	11
Other	3	—	(2)	1
Working capital adjustments				
Decrease (increase) in accounts receivable	(2)	—	3	1
Decrease (increase) in materials and supplies	—	(2)	—	(2)
Decrease (increase) in prepaid expenses and other current assets	—	(2)	—	(2)
Increase (decrease) in accounts payable	(8)	5	(6)	(9)
Increase (decrease) in accrued interest	13	—	—	13
Increase (decrease) in deferred revenues	4	—	—	4
Increase (decrease) in other accruals	3	3	1	7
<b>Net Cash Provided by Operating Activities</b>	<b>230</b>	<b>14</b>	<b>148</b>	<b>392</b>
<b>Cash Flows From Investing Activities</b>				
Sand Hills/Southern Hills/Explorer equity investment acquisition	(734)	—	—	(734)
Cash capital expenditures and investments	(205)	(668)	(75)	(948)
Return of investment from equity affiliates	12	—	—	12
Other	(8)	8	—	—
<b>Net Cash Used in Investing Activities</b>	<b>(935)</b>	<b>(660)</b>	<b>(75)</b>	<b>(1,670)</b>
<b>Cash Flows From Financing Activities</b>				
Net contributions from (to) Phillips 66 to (from) Predecessors	—	27	(73)	(46)
Issuance of debt	1,169	612	—	1,781
Repayment of debt	(499)	—	—	(499)
Issuance of common units	396	—	—	396
Offering costs	(12)	—	—	(12)
Debt issuance costs	(10)	—	—	(10)
Distributions to General Partner associated with acquisitions	(146)	—	—	(146)
Quarterly distributions to common unitholders—public	(35)	—	—	(35)
Quarterly distributions to common unitholder—Phillips 66	(63)	—	—	(63)
Quarterly distributions to subordinated unitholder—Phillips 66	(25)	—	—	(25)
Quarterly distributions to General Partner—Phillips 66	(30)	—	—	(30)
<b>Net Cash Provided by (Used in) Financing Activities</b>	<b>745</b>	<b>639</b>	<b>(73)</b>	<b>1,311</b>
<b>Net Change in Cash and Cash Equivalents</b>	<b>40</b>	<b>(7)</b>	<b>—</b>	<b>33</b>

Cash and cash equivalents at beginning of period	8	9	—	17
Cash and Cash Equivalents at End of Period	\$ 48	2	—	50

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86

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	Millions of Dollars			
	December 31, 2014			
<b>Consolidated Statement of Cash Flows</b>	Phillips 66 Partners LP (As Previously Reported)	Acquired Fractionator Assets Predecessor	Acquired Eagle Assets Predecessor	Consolidated Results (As Currently Reported)
<b>Cash Flows From Operating Activities</b>				
Net income	\$ 124	10	111	245
Adjustments to reconcile net income to net cash provided by operating activities				
Depreciation	16	1	29	46
Deferred revenues—long-term	—	1	1	2
Other	1	(1)	—	—
Working capital adjustments				
Decrease (increase) in accounts receivable	(11)	—	(3)	(14)
Increase (decrease) in accounts payable	9	—	3	12
Increase (decrease) in accrued interest	2	—	—	2
Increase (decrease) in deferred revenues	1	—	—	1
Increase (decrease) in other accruals	—	1	1	2
<b>Net Cash Provided by Operating Activities</b>	<b>142</b>	<b>12</b>	<b>142</b>	<b>296</b>
<b>Cash Flows From Investing Activities</b>				
Gold Line/Medford acquisition	(138)	—	—	(138)
Bayway/Ferndale/Cross-Channel acquisition	(28)	—	—	(28)
Cash capital expenditures and investments	(157)	(384)	(118)	(659)
Other	8	(8)	—	—
<b>Net Cash Used in Investing Activities</b>	<b>(315)</b>	<b>(392)</b>	<b>(118)</b>	<b>(825)</b>
<b>Cash Flows From Financing Activities</b>				
Net contributions from (to) Phillips 66 to (from) Predecessors	81	37	(24)	94
Project prefunding from Phillips 66	2	—	—	2
Issuance of debt	28	352	—	380
Repayment of debt	(10)	—	—	(10)
Debt issuance costs	(1)	—	—	(1)
Distributions to General Partner associated with acquisitions	(262)	—	—	(262)
Quarterly distributions to common unitholders—public	(21)	—	—	(21)
Quarterly distributions to common unitholder—Phillips 66	(22)	—	—	(22)
Quarterly distributions to subordinated unitholder—Phillips 66	(39)	—	—	(39)
Quarterly distributions to General Partner—Phillips 66	(4)	—	—	(4)
Other cash contributions from Phillips 66	4	—	—	4
<b>Net Cash Provided by (Used in) Financing Activities</b>	<b>(244)</b>	<b>389</b>	<b>(24)</b>	<b>121</b>
<b>Net Change in Cash and Cash Equivalents</b>	<b>(417)</b>	<b>9</b>	<b>—</b>	<b>(408)</b>
Cash and cash equivalents at beginning of period	425	—	—	425
Cash and Cash Equivalents at End of Period	\$ 8	9	—	17



## **2015 Acquisitions**

During 2015, we entered into agreements to acquire Phillips 66's equity interests in DCP Sand Hills Pipeline, LLC (Sand Hills), DCP Southern Hills Pipeline, LLC (Southern Hills), Explorer and Bayou Bridge Pipeline, LLC (Bayou Bridge Pipeline). See Note 5—Equity Investments for information regarding our equity investments.

## **2014 Acquisitions**

### **Gold Line/Medford Acquisition**

In February 2014, we entered into a CCAA with subsidiaries of Phillips 66 to acquire the Gold Line/Medford Assets, which were operating as a business at the time of their acquisition, for total consideration of \$700 million, consisting of \$400 million in cash; the issuance of 3,530,595 common units to Phillips 66 Company and the issuance of 72,053 general partner units to our General Partner to maintain its 2 percent general partner interest, with an aggregate fair value of the common and general partner units of \$140 million; and the assumption by the Partnership of a five-year, \$160 million note payable to a subsidiary of Phillips 66. The Gold Line/Medford Acquisition closed on February 28, 2014, with an effective date of March 1, 2014. Total transaction costs of \$2 million associated with the Gold Line/Medford Acquisition were expensed as incurred.

### **Bayway/Ferndale/Cross-Channel Acquisition**

In October 2014, we entered into a CCAA and a separate Purchase and Sale Agreement (PSA) with subsidiaries of Phillips 66 to acquire the Bayway and Ferndale rail racks, which were operating as businesses at the time of their acquisition, and the Cross-Channel Connector project, an organic growth project to substantially expand and redevelop a pipeline system at the Houston Ship Channel. Consideration under the CCAA was \$340 million, consisting of \$28 million in cash; the issuance of 1,066,412 common units to Phillips 66 Company and the issuance of 21,764 general partner units to our General Partner to maintain its 2 percent general partner interest, with an aggregate fair value of the common and general partner units of \$68 million; and the assumption by the Partnership of a five-year, \$244 million note payable to a subsidiary of Phillips 66. Consideration under the PSA was \$7 million, payable in cash and reflected as a payable to Phillips 66 at December 31, 2014. Both transactions comprising the Bayway/Ferndale/Cross-Channel Acquisition closed on December 1, 2014, with total estimated transaction costs of \$1 million expensed as incurred.

### **Palermo Rail Terminal Project Acquisition**

In December 2014, we entered into a PSA with a subsidiary of Phillips 66 to purchase real property, assets under construction and lease agreements associated with the rail terminal project for \$28 million in cash. In addition, we entered into a Contribution Agreement with certain subsidiaries of Phillips 66 to acquire Phillips 66's ownership interest in the rail terminal project, including permits, for total consideration of \$8 million, consisting of the issuance of 13,129 common units to Phillips 66 Company and the issuance of 268 general partner units to our General Partner to maintain its 2 percent general partner interest, and the assumption by the Partnership of a five-year, \$8 million note payable to a subsidiary of Phillips 66. The acquisitions closed on December 5, 2014, and December 10, 2014.

### **Eagle Ford Gathering System Project Acquisition**

In December 2014, we entered into a PSA with a subsidiary of Phillips 66 to acquire real property and assets under construction associated with the gathering system project for total consideration of \$12 million. \$6 million of the consideration was cash paid in December 2014, and \$6 million was reflected as a payable to Phillips 66 at December 31, 2014. The acquisition closed on December 31, 2014.

In connection with the 2014 acquisitions, we entered into various commercial agreements with Phillips 66 and amended the omnibus agreement and the operational services agreement with Phillips 66. See Note 20—Related Party Transactions, for a summary of the terms of these agreements.

Because the Gold Line, Medford, Bayway and Ferndale acquisitions were considered transfers of businesses between entities under common control, these acquired businesses were transferred at historical carrying value under GAAP. The carrying value of the Gold Line/Medford Assets was \$138 million as of February 28, 2014. The carrying value of the Bayway and Ferndale rail racks was \$143 million as of November 30, 2014. The acquisitions of the Cross-Channel, Palermo and Eagle Ford organic growth projects represented transfers of assets between entities under common control. Accordingly, these assets were also transferred at historical carrying value of \$71 million, but are included in the financial statements prospectively from the effective date of each acquisition.

## **Note 5— Equity Investments**

### **STACK Pipeline Joint Venture**

On August 3, 2016, we and Plains All American Pipeline, L.P. (Plains) formed STACK Pipeline, which owns and operates a crude storage terminal and a common carrier pipeline that transports crude oil from the Sooner Trend, Anadarko Basin, Canadian and Kingfisher Counties play in northwestern Oklahoma to Cushing, Oklahoma. Plains contributed the terminal and pipeline in exchange for its 50 percent interest in the joint venture. We contributed \$50 million in cash, which was distributed to Plains, in exchange for our 50 percent interest in the joint venture.

### **Bakken Joint Ventures**

In January 2015, we closed on agreements with Paradigm Energy Partners, LLC (Paradigm) to form two joint ventures to develop midstream logistics infrastructure in North Dakota. At closing, we contributed our Palermo Rail Terminal project for a 70 percent ownership interest in Phillips 66 Partners Terminal LLC (Phillips 66 Partners Terminal), and \$5 million in cash for a 50 percent ownership interest in Paradigm Pipeline LLC (Paradigm Pipeline). We account for both joint ventures under the equity method of accounting due to governance provisions that require supermajority voting on all decisions that significantly impact the governance, management and economic performance of the joint ventures.

### **Sand Hills/Southern Hills/Explorer Pipeline Joint Ventures**

In February 2015, we entered into a CCAA with subsidiaries of Phillips 66 to acquire 100 percent of Phillips 66's one-third equity interests in Sand Hills and Southern Hills and its 19.46 percent equity interest in Explorer. The transaction closed on March 2, 2015. Total consideration for the transaction was \$1,010 million consisting of \$880 million in cash, funded by a portion of the proceeds from a public offering of unsecured senior notes (2015 Note Offering) and a public offering of common units (2015 Units Offering); in addition, we issued 1,587,376 common units to Phillips 66 Company and 139,538 general partner units to our General Partner to maintain its 2 percent general partner interest. Total transaction costs of \$1 million were expensed as incurred in general and administrative expenses.

On August 9, 2016, we acquired an additional 2.48 percent equity interest in Explorer from a third party. The acquisition increased our interest in Explorer to 21.94 percent .

### **Bayou Bridge Joint Venture Acquisition**

In October 2015, we entered into a CCAA with Phillips 66 to acquire its 40 percent interest in Bayou Bridge Pipeline, a joint venture in which Energy Transfer Partners and Sunoco Logistics Partners each hold a 30 percent interest, with Sunoco Logistics serving as the operator. Bayou Bridge Pipeline began operations on the segment of its pipeline from Nederland, Texas, to Lake Charles, Louisiana, in April 2016. Development continues on the section from Lake Charles to St. James, Louisiana.

The transaction closed on December 1, 2015. Total consideration for the transaction was approximately \$70 million , consisting of the assumption of a \$35 million note payable to Phillips 66 that was immediately paid in full; the issuance of 606,056 common units to Phillips 66 PDI; and the issuance of 12,369 general partner units to our General Partner to maintain its 2 percent general partner interest.

The acquisitions of interests in the Sand Hills, Southern Hills, Explorer and Bayou Bridge Pipeline joint ventures represented transfers of investments between entities under common control. Accordingly, these equity investments were transferred at historical carrying value, and are included in the financial statements prospectively from the effective date of each acquisition.

The following table summarizes our equity investments at December 31, 2016 and 2015 :

	Percentage Ownership	Millions of Dollars	
		Carrying Value	
		2016	2015
Sand Hills	33.34%	\$ 445	431
Southern Hills	33.34	212	213
Explorer*	21.94	126	102
Phillips 66 Partners Terminal	70.00	72	77
Paradigm Pipeline	50.00	117	52
Bayou Bridge Pipeline	40.00	115	70
STACK Pipeline	50.00	55	—
<b>Total equity investments</b>		<b>\$ 1,142</b>	<b>945</b>

\*Percentage ownership was 19.46% at December 31, 2015.

Southern Hills has a negative basis difference of \$96 million , which originated when the pipeline, formerly known as Seaway Products, was sold by Phillips 66 to a related party. The negative basis difference represents a deferred gain and will be amortized over 45 years. Explorer has a positive basis difference of \$ 98 million , which represents fair value adjustments attributable to ownership increases in the pipeline. The positive basis difference will be amortized over periods between 11 and 19 years. STACK Pipeline has a positive basis difference of \$42 million which is due to the contributed assets being recorded at their historical book value. The positive basis difference is amortized over 45 years.

We use the equity method of accounting for our 70 percent interest in Phillips 66 Partners Terminal due to the requirement for supermajority ( 80 percent ) or unanimous consent of the owners on key governance issues pertaining to the joint venture.

Earnings from our equity investments for the years ended December 31, 2016 and 2015 were as follows:

	Millions of Dollars	
	2016	2015
Sand Hills	\$ 62	48
Southern Hills	26	14
Explorer	23	15
Phillips 66 Partners Terminal	—	—
Paradigm Pipeline	(2)	—
Bayou Bridge Pipeline	3	—
STACK Pipeline	2	—
<b>Total equity in earnings of affiliates</b>	<b>\$ 114</b>	<b>77</b>

Summarized 100 percent financial information, as of acquisition date, for all equity investments, combined, was as follows:

	Millions of Dollars		
	2016	2015	2014
Revenues	\$ 840	596	—
Income before income taxes	494	322	—
Net income	408	321	—
Current assets	243	269	—
Noncurrent assets	3,437	3,106	—
Current liabilities	396	180	—
Noncurrent liabilities	231	446	—

Our share of income taxes incurred directly by equity investment companies is included in equity earnings of affiliates, and as such is not included in the provision for income taxes in our consolidated financial statements.

Distributions received from these affiliates were \$131 million and \$89 million in 2016 and 2015, respectively.

#### **Note 6— Major Customer and Concentration of Credit Risk**

Phillips 66 accounted for 95 percent, 94 percent and 95 percent of our total operating revenues for the years ended December 31, 2016, 2015 and 2014, respectively. Through our wholly owned and joint venture operations, we provide crude oil, refined petroleum products and NGL pipeline transportation, terminaling and storage, and crude oil gathering, NGL fractionation and rail-unloading services to Phillips 66 and other related and third parties.

We are potentially exposed to concentration of credit risk primarily through our accounts receivable with Phillips 66. These receivables have payment terms of 30 days or less. We monitor the credit worthiness of Phillips 66, which has an investment grade credit rating, and we have no history of collectability issues with Phillips 66.

### Note 7— Properties, Plants and Equipment

Our investment in PP&E, with the associated accumulated depreciation, at December 31 was:

	Estimated Useful Lives	Millions of Dollars	
		2016	2015*
Land		\$ 19	39
Buildings and improvements	3 to 30 years	88	51
Pipelines and related assets †	10 to 45 years	1,335	1,097
Terminals and related assets †	25 to 45 years	610	547
Rail racks and related assets †	33 years	137	136
Fractionator and related assets †	25 years	615	626
Caverns and related assets †	25 to 45 years	569	277
Construction-in-progress		27	296
Gross PP&E		3,400	3,069
Less: Accumulated depreciation		725	632
Net PP&E		\$ 2,675	2,437

\*Prior-period financial information has been retrospectively adjusted for acquisitions of businesses under common control.

† Assets for which we are the lessor. See Note 14—Leases.

### Note 8— Goodwill

The carrying amount of goodwill was as follows:

	Millions of Dollars	
	2016	2015*
Beginning balance January 1	\$ 182	182
Goodwill assigned to acquisitions	3	—
Ending balance December 31	\$ 185	182

\*Prior-period financial information has been retrospectively adjusted for acquisitions of businesses under common control.

### Note 9— Asset Retirement Obligations and Accrued Environmental Costs

Asset retirement obligations and accrued environmental costs at December 31 were:

	Millions of Dollars	
	2016	2015*
Asset retirement obligations	\$ 9	11
Accrued environmental costs	2	4
Total asset retirement obligations and accrued environmental costs	11	15
Asset retirement obligations and accrued environmental costs due within one year	—	—
Long-term asset retirement obligations and accrued environmental costs	\$ 11	15

\*Prior-period financial information has been retrospectively adjusted for acquisitions of businesses under common control.

### Asset Retirement Obligations

We have asset retirement obligations we are required to perform under law or contract once an asset is permanently taken out of service. These obligations primarily relate to the abandonment or removal of certain pipelines. Most of these obligations are not expected to be paid until many years in the future.

During 2016 and 2015 , our overall asset retirement obligations changed as follows:

	Millions of Dollars	
	2016	2015*
Balance at January 1	\$ 11	11
Accretion of discount	—	1
New obligations	—	—
Changes in estimates of existing obligations	(2)	(1)
Balance at December 31	\$ 9	11

*\*Prior-period financial information has been retrospectively adjusted for acquisitions of businesses under common control.*

We do not expect any short-term spending on asset retirement obligations and, as a result, there were no such current liabilities reported on the consolidated balance sheet at December 31, 2016 and 2015 .

### Accrued Environmental Costs

Pursuant to the terms of our amended omnibus agreement, Phillips 66 indemnifies us for the environmental liabilities associated with the assets contributed to us in connection with our Initial Public Offering (the Offering) and which arose prior to the closing of the Offering. Pursuant to the terms of various agreements under which we acquired assets from Phillips 66 since the Offering, Phillips 66 assumed the responsibility for environmental liabilities associated with the acquired assets arising prior to the effective date of each acquisition.

In April 2015, our pipeline that transports products from the Hartford Terminal to a dock on the Mississippi River experienced a diesel fuel release of approximately 800 barrels. The release was halted on the same day, and cleanup and remediation efforts followed. Costs recognized during 2015 associated with cleanup and remediation of the release were \$5 million . We continue to work with the appropriate authorities and costs are subject to change if additional information regarding the extent of the environmental impact of the release becomes known. We carry property and third-party liability insurance, each in excess of \$5 million self-insured retentions.

At December 31, 2016, we had \$2 million of environmental accruals. In the future, we may be involved in additional environmental assessments, cleanups and proceedings.

### Note 10— Net Income Per Limited Partner Unit

Net income per unit applicable to common and subordinated units (for the period subordinated units were outstanding) is computed by dividing these limited partners' respective interests in net income attributable to the Partnership by the weighted average number of common units and subordinated units, respectively, outstanding for the period. Because we have more than one class of participating securities, we use the two-class method to calculate the net income per unit applicable to the limited partners. The classes of participating securities as of December 31, 2016 , included common units, general partner units and incentive distribution rights (IDRs). Basic and diluted net income per unit are the same because we do not have potentially dilutive instruments outstanding.

Net income earned by the Partnership is allocated between the limited partners and the General Partner (including the General Partner's IDRs) in accordance with our partnership agreement. First, earnings are allocated based on actual cash distributions made to our unitholders, including those attributable to the General Partner's IDRs. To the extent net income attributable to the Partnership exceeds or is less than cash distributions, this difference is allocated based on the unitholders' respective ownership percentages, after consideration of any priority allocations of earnings.

When our financial statements are retrospectively adjusted after a dropdown transaction, the earnings of the acquired business, prior to the closing of the transaction, are allocated entirely to our General Partner and presented as net income (loss) attributable to Predecessors. The earnings per unit of our limited partners prior to the close of the transaction do not change as a result of the dropdown. After the closing of a dropdown transaction, the earnings of the acquired business are allocated in accordance with our partnership agreement as previously described.

	Millions of Dollars		
	2016	2015	2014
Net income attributable to the Partnership	\$ 301	194	116
Less: General partner's distributions declared (including IDRs)*	91	39	8
Limited partners' distributions declared on common units*	205	123	48
Limited partner's distributions declared on subordinated units*	—	13	43
Distributions less than net income attributable to the Partnership	\$ 5	19	17

\*Distributions declared are attributable to the indicated periods.

	2016			
	General Partner (including IDRs)	Limited Partners' Common Units	Limited Partner's Subordinated Units	Total
Net income attributable to the Partnership ( <i>millions</i> ):				
Distributions declared	\$ 91	205	—	296
Distributions less than net income attributable to the Partnership	1	4	—	5
Net income attributable to the Partnership	\$ 92	209	—	301

Weighted average units outstanding:				
Basic	1,920,435	95,239,901	—	97,160,336
Diluted	1,920,435	95,239,901	—	97,160,336

Net income per limited partner unit ( <i>dollars</i> ):				
Basic	\$ 2.20	—		
Diluted	2.20	—		

	2015			
	General Partner (including IDRs)	Limited Partners' Common Units	Limited Partner's Subordinated Units	Total
Net income attributable to the Partnership ( <i>millions</i> ):				
Distributions declared	\$ 39	123	13	175
Distributions less than net income attributable to the Partnership	2	14	3	19
<b>Net income attributable to the Partnership</b>	<b>\$ 41</b>	<b>137</b>	<b>16</b>	<b>194</b>

Weighted average units outstanding:				
Basic	1,649,169	68,173,891	12,736,051	82,559,111
Diluted	1,649,169	68,173,891	12,736,051	82,559,111

Net income per limited partner unit ( <i>dollars</i> ):				
Basic		\$ 2.02	1.24	
Diluted		2.02	1.24	

	2014			
	General Partner (including IDR's)	Limited Partners' Common Units	Limited Partner's Subordinated Units	Total
Net income attributable to the Partnership ( <i>millions</i> ):				
Distributions declared	\$ 8	48	43	99
Distributions less than net income attributable to the Partnership	—	9	8	17
<b>Net income attributable to the Partnership</b>	<b>\$ 8</b>	<b>57</b>	<b>51</b>	<b>116</b>

Weighted average units outstanding:				
Basic	1,499,704	38,268,371	35,217,112	74,985,187
Diluted	1,499,704	38,268,371	35,217,112	74,985,187

Net income per limited partner unit ( <i>dollars</i> ):				
Basic		\$ 1.48	1.45	
Diluted		1.48	1.45	

On January 18, 2017, the Board of Directors of our General Partner declared a quarterly cash distribution of \$0.5580 per limited partner unit which, combined with distributions to our General Partner, resulted in total distributions of \$88 million attributable to the fourth quarter of 2016. This distribution was paid February 13, 2017, to unitholders of record as of January 31, 2017.

#### Subordinated Unit Conversion

Following the May 12, 2015, payment of the cash distribution attributable to the first quarter of 2015, the requirements under the partnership agreement for the conversion of all subordinated units into common units were satisfied. As a result, in the second quarter of 2015, the 35,217,112 subordinated units held by Phillips 66 converted into common units on a one-for-one basis, and thereafter participate on terms equal with all other common units in distributions of available cash. The conversion of the subordinated units did not impact the amount of cash distributions paid by us or the total number of outstanding units.

**Note 11— Debt**

Debt at December 31, 2016 and 2015 was:

	Millions of Dollars				
	December 31, 2016				
	Fair Value Hierarchy			Total Fair Value	Balance Sheet Carrying Value
Level 1	Level 2*	Level 3			
2.646% Senior Notes due 2020	\$ —	298	—	298	300
3.605% Senior Notes due 2025	—	490	—	490	500
3.550% Senior Notes due 2026	—	483	—	483	500
4.680% Senior Notes due 2045	—	277	—	277	300
4.900% Senior Notes due 2046	—	599	—	599	625
Revolving credit facility at 1.98% at year-end 2016	—	210	—	210	210
Debt at face value	\$ —	2,357	—	2,357	2,435
Net unamortized discounts and debt issuance costs					(24)
<b>Total debt</b>				<b>\$</b>	<b>2,411</b>

\*The fair value was estimated using quoted market prices of comparable instruments.

	Millions of Dollars				
	December 31, 2015				
	Fair Value Hierarchy			Total Fair Value	Balance Sheet Carrying Value
Level 1	Level 2*	Level 3			
2.646% Senior Notes due 2020	\$ —	282	—	282	300
3.605% Senior Notes due 2025	—	432	—	432	500
4.680% Senior Notes due 2045	—	225	—	225	300
Notes payable to Phillips 66 due 2020 at 3.0%	—	961	—	961	964
Debt at face value	\$ —	1,900	—	1,900	2,064
Net unamortized discounts and debt issuance costs					(9)
<b>Total debt</b>				<b>\$</b>	<b>2,055</b>

\*The fair value was estimated using quoted market prices of comparable instruments.

Maturities of borrowings outstanding at December 31, 2016, inclusive of net unamortized discounts and debt issuance costs, for the five-year period ending 2021 were \$15 million in 2017, \$298 million in 2020 and \$195 million in 2021, respectively.

### **2016 Senior Notes**

On October 14, 2016, we closed on a notes offering (2016 Notes Offering) of \$1,125 million aggregate principal amount of unsecured senior notes consisting of:

- \$500 million of 3.55% Senior Notes due October 1, 2026.
- \$625 million of 4.90% Senior Notes due October 1, 2046.

Total proceeds (net of underwriting discounts) received from the 2016 Notes Offering were \$1,111 million. We utilized the net proceeds to fund the cash consideration for the Eagle Acquisition and for general partnership purposes.

### **2015 Senior Notes**

On February 23, 2015, we closed on a notes offering (2015 Notes Offering) of \$1,100 million aggregate principal amount of unsecured senior notes consisting of:

- \$300 million of 2.646% Senior Notes due February 15, 2020.
- \$500 million of 3.605% Senior Notes due February 15, 2025.
- \$300 million of 4.680% Senior Notes due February 15, 2045.

Total proceeds (net of underwriting discounts) received from the 2015 Notes Offering were \$1,092 million. We utilized a portion of the net proceeds to partially fund the acquisition of the Sand Hills, Southern Hills and Explorer equity investments. In addition, the Partnership used a portion of the proceeds to repay three notes payable to a subsidiary of Phillips 66.

### **Revolving Credit Facility**

At December 31, 2016, we had an aggregate of \$210 million borrowed and outstanding under our revolving credit facility established by our Credit Agreement dated June 7, 2013 (the Credit Agreement), as subsequently amended in October 2016 (the Second Amendment). The Second Amendment increased the amount available under the Credit Agreement to \$750 million and extended the termination date to October 3, 2021.

We have the option to increase the overall capacity of the Credit Agreement by up to an additional \$250 million for a total of \$1 billion, subject to, among other things, the consent of the existing lenders whose commitments will be increased or any additional lenders providing such additional capacity. We also have the option to extend the Credit Agreement for two additional one-year terms after October 3, 2021, subject to, among other things, the consent of the lenders holding the majority of the commitments and of each lender extending its commitment.

Outstanding borrowings under the Credit Agreement bear interest, at our option, at either: (a) the Eurodollar rate in effect from time to time plus the applicable margin; or (b) the base rate (as described in the Credit Agreement) plus the applicable margin. The pricing levels for the commitment fee and interest-rate margins are determined based on our credit ratings in effect from time to time. The Credit Agreement requires that the Partnership's ratio of total debt to EBITDA for the prior four fiscal quarters must be no greater than 5.0 :1.0 as of the last day of each fiscal quarter (and 5.5 :1.0 during the period following certain specified acquisitions).

### **Notes Payable**

On March 1, 2016, in connection with the Initial Fractionator Acquisition, we entered into an Assignment and Assumption of Note agreement with subsidiaries of Phillips 66, pursuant to which we assumed the obligations under a term promissory note (the Initial Note) with a \$212 million principal balance. In August 2016, using proceeds from a unit offering, we repaid the note in its entirety.

On May 10, 2016, in connection with the Subsequent Fractionator Acquisition, we entered into three separate Assignment and Assumption of Note agreements with subsidiaries of Phillips 66, pursuant to which we assumed the obligations under three term promissory notes (the Subsequent Notes), each with a \$225 million principal balance. Also on May 10, 2016, using proceeds from a unit offering, we repaid two of the Subsequent Notes in their entirety, and reduced the outstanding balance on the remaining Subsequent Note to \$19 million, which was repaid on June 30, 2016.

Because the Initial Note and Subsequent Notes were held by entities we acquired in common control transactions, prior period debt balances have been recast as if we had held the notes since their inception in January 2014.

## **Note 12— Equity**

### **ATM Program**

On June 6, 2016, we filed a prospectus supplement to the shelf registration statement for our continuous offering program that became effective with the Securities and Exchange Commission on May 13, 2016, related to the continuous issuance of up to an aggregate of \$250 million of common units, in amounts, at prices and on terms to be determined by market conditions and other factors at the time of our offerings (such continuous offering program, or at-the-market program, referred to as our ATM Program). As of December 31, 2016, on a settlement-date basis, we issued an aggregate of 346,152 common units under our ATM Program, generating net proceeds of \$19 million, after broker commissions. The net proceeds from sales under the ATM Program are used for general partnership purposes, which may include debt repayment, future acquisitions, capital expenditures and additions to working capital.

### **Common Unit Offerings**

On August 12, 2016, we completed a public offering of 6,000,000 common units representing limited partner interests at a price of \$50.22 per common unit, for total proceeds (net of underwriting discounts and commissions) of \$299 million. The net proceeds were used to repay the Initial Note assumed as part of the Initial Fractionator Acquisition, as well as other short-term borrowings incurred to fund our acquisition of an additional interest in Explorer and our contribution to the recently formed STACK Pipeline. See Note 4—Acquisitions and Note 11—Debt for additional information.

On May 10, 2016, we completed a public offering, consisting of an aggregate of 12,650,000 common units representing limited partner interests at a price of \$52.40 per common unit. We received proceeds (net of underwriting discounts and commissions) of \$656 million from the offering. We utilized the net proceeds to partially repay debt assumed as part of the Subsequent Fractionator Acquisition. See Note 4—Acquisitions and Note 11—Debt for additional information.

In February 2015, we completed the public offering of an aggregate of 5,250,000 common units representing limited partner interests at a price of \$75.50 per common unit (the 2015 Unit Offering). We received proceeds (net of underwriting discounts and commissions) of \$384 million from the offering. We utilized a portion of the net proceeds to partially fund the acquisition of the Sand Hills, Southern Hills and Explorer equity investments and to repay amounts outstanding under our revolving credit facility. We used the remaining proceeds to fund expansion capital expenditures and for general partnership purposes. See Note 5—Equity Investments for additional information on the Sand Hills, Southern Hills and Explorer acquisition.

## **Note 13— Contingencies**

From time to time, lawsuits involving a variety of claims that arise in the ordinary course of business are filed against us. We also may be required to remove or mitigate the effects on the environment of the placement, storage, disposal or release of certain chemical, mineral and petroleum substances at various sites. We regularly assess the need for accounting recognition or disclosure of these contingencies. In the case of all known contingencies (other than those related to income taxes), we accrue a liability when the loss is probable and the amount is reasonably estimable. If a range of amounts can be reasonably estimated and no amount within the range is a better estimate than any other amount, then the minimum of the range is accrued. We do not reduce these liabilities for potential insurance or third-party recoveries. If applicable, we accrue receivables for probable insurance or other third-party recoveries. In the case of income-tax-related contingencies, we use a cumulative probability-weighted loss accrual in cases where sustaining a tax position is less than certain.

Based on currently available information, we believe it is remote that future costs related to known contingent liability exposures will exceed current accruals by an amount that would have a material adverse impact on our consolidated financial statements. As we learn new facts concerning contingencies, we reassess our position both with respect to accrued liabilities and other potential exposures. Estimates particularly sensitive to future changes include any contingent liabilities recorded for environmental remediation, tax and legal matters. Estimated future environmental remediation costs are subject to change due to such factors as the uncertain magnitude of cleanup costs, the unknown time and extent of such remedial actions that may be required, and the determination of our liability in proportion to that of other potentially responsible parties. Estimated future costs related to tax and legal matters are subject to change as events evolve and as additional information becomes available during the administrative and litigation processes.

### **Environmental**

We are subject to federal, state and local environmental laws and regulations. We record accruals for contingent environmental liabilities based on management's best estimates, using all information that is available at the time. We measure estimates and base liabilities on currently available facts, existing technology, and presently enacted laws and regulations, taking into account stakeholder and business considerations. When measuring environmental liabilities, we also consider our prior experience in remediation of contaminated sites, other companies' cleanup experience, and data released by the U.S. Environmental Protection Agency or other organizations. We consider unasserted claims in our determination of environmental liabilities, and we accrue them in the period they are both probable and reasonably estimable.

At December 31, 2016, we had \$2 million of environmental accruals. In the future, we may be involved in additional environmental assessments, cleanups and proceedings. See Note 9—Asset Retirement Obligations and Accrued Environmental Costs, for a summary of our accrued environmental liabilities.

### **Legal Proceedings**

Under our amended omnibus agreement, Phillips 66 provides certain services for our benefit, including legal support services, and we pay an operational and administrative support fee for these services. Phillips 66's legal organization applies its knowledge, experience and professional judgment to the specific characteristics of our cases, employing a litigation management process to manage and monitor the legal proceedings against us. The process facilitates the early evaluation and quantification of potential exposures in individual cases and enables tracking of those cases that have been scheduled for trial and/or mediation. Based on professional judgment and experience in using these litigation management tools and available information about current developments in all our cases, Phillips 66's legal organization regularly assesses the adequacy of current accruals and determines if adjustment of existing accruals, or establishment of new accruals, is required. As of December 31, 2016 and 2015, we did not have any material accrued contingent liabilities associated with litigation matters.

### **Indemnification and Excluded Liabilities**

Under our amended omnibus agreement and pursuant to the terms of various agreements under which we acquired assets from Phillips 66, Phillips 66 will indemnify us, or assume responsibility, for certain environmental liabilities, tax liabilities, litigation and any other liabilities attributable to the ownership or operation of the assets contributed to us and that arose prior to the effective date of each acquisition. These indemnifications and exclusions from liability have, in some cases, time limits and deductibles. When Phillips 66 performs under any of these indemnifications or exclusions from liability, we recognize a non-cash expense and an associated non-cash capital contribution from our General Partner, as these are considered liabilities paid for by a principal unitholder.

We have assumed, and have agreed to pay, discharge and perform as and when due, all liabilities arising out of or attributable to the ownership or operation of the assets, or other activities occurring in connection with and attributable to the ownership or operation of the assets, from and after the effective date of each acquisition.

**Note 14— Leases**

**Lessor**

We have certain services agreements with Phillips 66 that are considered operating leases under GAAP. These agreements include escalation clauses to adjust transportation tariffs and terminaling and storage fees to reflect changes in price indices. Revenues from these agreements are recorded within “Operating revenues—related parties” on our consolidated statement of income.

As of December 31, 2016, future minimum payments to be received related to these agreements were estimated to be:

	Millions of Dollars
2017	\$ 556
2018	538
2019	506
2020	502
2021	494
Remaining years	1,848
<b>Total</b>	<b>\$ 4,444</b>

**Lessee**

We have operating lease agreements with Phillips 66 for the land underlying or associated with certain assets. Due to the economic infeasibility of canceling these leases, we consider them non-cancellable. For the year ended December 31, 2016, the operating leases rental expense was \$2 million. The future minimum lease payments as of December 31, 2016, for the operating lease obligations were:

	Millions of Dollars
2017	\$ 3
2018	3
2019	3
2020	3
2021	3
Remaining years	95
<b>Total minimum lease payments</b>	<b>\$ 110</b>

**Note 15— Employee Benefit Plans**

**Pension and Retirement Savings Plans**

Neither we nor our subsidiaries have any employees. Our General Partner has the sole responsibility for providing the employees and other personnel necessary to conduct our operations. All of the employees that conduct our wholly owned businesses are employed by Phillips 66. Those employees participate in the pension, postretirement health insurance and defined contribution benefit plans sponsored by Phillips 66. Most employees of Phillips 66 who provide direct support to our operations do so under the provisions of the amended operational services agreement, which burdens labor charges with benefit costs. For those remaining Phillips 66 employees who directly support our business, their pension, postretirement health insurance and defined contribution benefit plan costs were included within the consolidated financial statements and do not have a material impact.

### Note 16— Unit-Based Compensation

The Board of Directors of our General Partner adopted the Phillips 66 Partners LP 2013 Incentive Compensation Plan (the ICP) in the third quarter of 2013. Awards under the ICP are available for officers, directors and employees of our General Partner or its affiliates, and any consultants or other individuals who perform services for the Partnership. The ICP allows for the grant of unit awards, restricted units, phantom units, unit options, unit appreciation rights, distribution equivalent rights, profits interest units and other unit-based awards. The ICP limits the number of common units that may be delivered pursuant to awards to 2,500,000, subject to proportionate adjustment in the event of unit splits and similar events.

From the closing of the Offering through December 31, 2016, we have only issued phantom units to non-employee directors under the ICP. A phantom unit entitles the recipient to receive cash equal to the fair market value of a common unit on the date the phantom unit is settled after the vesting period (settlement date), and to also receive a distribution equivalent each quarter between the grant date and the settlement date in an amount equal to any cash distributions paid on a common unit during that time. During the years ended December 31, 2016, 2015, and 2014, we granted a total of 4,880, 2,343 and 4,161 phantom units, respectively, to three non-employee directors of the Partnership. On the grant date, phantom units awarded to non-employee directors become non-forfeitable; therefore, we immediately recognize expense equal to the grant-date fair value of the award. These phantom units do not convey voting rights.

### Note 17— Income Taxes

We are not a taxable entity for U.S. federal income tax purposes or for the majority of states that impose an income tax. Taxes on our net income generally are borne by our partners through the allocation of taxable income. Our income tax provision results from state laws that apply to entities organized as partnerships. For us, this is primarily Texas.

Income taxes charged to income were:

	Millions of Dollars		
	2016	2015*	2014*
Current	\$ 2	—	1
Deferred	—	—	—
<b>Total</b>	<b>\$ 2</b>	<b>—</b>	<b>1</b>

*\*Prior-period financial information has been retrospectively adjusted for acquisitions of businesses under common control.*

At December 31, 2016 and 2015, we had a deferred tax liability of \$2 million and \$1 million, respectively. The deferred tax liability was primarily associated with PP&E and equity investments. In conjunction with the Fractionator Acquisitions and Eagle Acquisition, a deferred tax liability of \$1 million was recorded in the equity account of our General Partner.

Our effective tax rate was less than one percent for the years ended December 31, 2016, 2015 and 2014.

As of December 31, 2016 and 2015, we had no liability reported for unrecognized tax benefits, and we did not have any interest or penalties related to income taxes for the years ended December 31, 2016, 2015 and 2014. Texas tax returns for the years 2012 through 2016 are subject to examination.

## **Note 18— Cash Flow Information**

The 2016, 2015, and 2014 acquisitions had cash and noncash elements. The common and general partner units issued to Phillips 66 in the Eagle, Sand Hills/Southern Hills/Explorer, Bayway/Ferndale/Cross-Channel and Gold Line/Medford acquisitions were assigned no value, because the cash consideration and note payable assumption exceeded the historical net book value of the acquired assets for each acquisition. Accordingly, the units issued for these acquisitions had no impact on partner capital balances, other than changing ownership percentages.

### **Eagle Acquisition**

We attributed \$990 million of the total \$1,109 million cash consideration paid to the historical book value of the assets acquired (an investing cash outflow). The remaining \$119 million of excess cash consideration was deemed a distribution to our General Partner (a financing cash outflow).

### **Subsequent Fractionator Acquisition**

The Subsequent Fractionator Acquisition had both cash and noncash elements. The historical book value of the net assets acquired was \$871 million . Of this amount, \$656 million was a financing cash outflow, representing the acquisition of the noncontrolling interest in Sweeny Frac LLC, through the repayment of a portion of the debt assumed in the transaction. The remaining debt financing balance of \$19 million represented a noncash investing and financing activity. The remaining \$196 million of book value was attributed to the common and general partner units issued (a noncash investing and financing activity).

### **Initial Fractionator Acquisition**

The Initial Fractionator Acquisition was a noncash transaction. The historical book value of the net assets of our 25 percent interest acquired was \$283 million . Of this amount, \$212 million was attributed to the note payable assumed (a noncash investing and financing activity). The remaining \$71 million was attributed to the common and general partner units issued (a noncash investing and financing activity).

### **Bayou Bridge Joint Venture Acquisition**

Total consideration paid for the transaction was approximately \$70 million , consisting of the assumption of a \$35 million note payable to Phillips 66 that was immediately paid in full (an investing cash outflow). The remaining \$35 million of book value was attributed to the common and general partner units issued (a noncash investing and financing activity).

### **Sand Hills, Southern Hills and Explorer Acquisition**

We attributed \$734 million of the total \$880 million cash consideration paid to the investment balance of the Sand Hills, Southern Hills and Explorer equity investments acquired (an investing cash outflow). The remaining \$146 million of excess cash consideration was deemed a distribution to our General Partner (a financing cash outflow).

### **Eagle Ford Gathering System Project Acquisition**

We paid consideration of \$12 million for the Eagle Ford Gathering System project, the same as its historical book value. In December 2014, \$6 million of the consideration was paid in cash (an investing cash outflow), and \$6 million was reflected as a payable to Phillips 66 at December 31, 2014.

### **Palermo Rail Terminal Project Acquisition**

The historical book value of the Palermo Rail Terminal project was \$42 million . Cash consideration was \$28 million , of which we paid \$27 million in December 2014 (an investing cash outflow) and \$1 million was reflected as a payable to Phillips 66 at December 31, 2014. Noncash consideration consisted of the assumption of a \$8 million note payable (noncash investing and financing activities) and the issuance of common and general partner units to Phillips 66 with an aggregate allocated value of \$6 million (a noncash financing activity).

### **Bayway/Ferndale/Cross-Channel Acquisition**

The historical net book value of the assets acquired in the Bayway/Ferndale/Cross-Channel Acquisition was \$160 million . Cash consideration was \$35 million , of which we paid \$28 million in December 2014 (an investing cash outflow) and \$7 million was reflected as a payable to Phillips 66 at December 31, 2014. We attributed \$125 million of the \$244 million note payable assumed to the remaining historical book value of the net assets acquired (noncash investing and financing activities). The remaining \$119 million of the note payable assumed was deemed a noncash

distribution to our General Partner (a noncash financing activity), which reduced our General Partner's capital balance by that amount.

### Gold Line/Medford Acquisition

We attributed \$138 million of the total \$400 million cash consideration paid to the historical book value of the assets acquired (an investing cash outflow). The remaining \$262 million of excess cash consideration was deemed a distribution to our General Partner (a financing cash outflow). The assumption of the \$160 million note payable was deemed a noncash distribution to our General Partner (a noncash financing activity). Together, the excess cash consideration and the assumption of the note payable resulted in a \$422 million reduction in our General Partner's capital balance.

Our capital expenditures and investments consisted of:

	Millions of Dollars		
	2016	2015	2014
<b>Capital Expenditures and Investments</b>			
Capital expenditures attributable to Predecessors*	\$ 96	690	707
Capital expenditures and investments attributable to the Partnership	461	205	66
<b>Total capital expenditures and investments*</b>	<b>\$ 557</b>	<b>895</b>	<b>773</b>

\*Prior-period financial information has been retrospectively adjusted for acquisitions of businesses under common control.

	Millions of Dollars		
	2016	2015*	2014*
<b>Capital Expenditures and Investments</b>			
Cash capital expenditures and investments	\$ 584	948	659
Change in capital expenditure accruals	(27)	(53)	114
<b>Total capital expenditures and investments</b>	<b>\$ 557</b>	<b>895</b>	<b>773</b>

\*Prior-period financial information has been retrospectively adjusted for acquisitions of businesses under common control.

	Millions of Dollars		
	2016	2015	2014
<b>Other Noncash Investing and Financing Activities</b>			
Contributions of net assets into joint ventures	\$ —	43	—
Certain liabilities of acquired assets retained by Phillips 66 (1)	50	—	15
<b>Cash Payments</b>			
Interest and debt expense	\$ 40	18	3

<sup>(1)</sup> Certain liabilities of the Acquired Assets were retained by Phillips 66, pursuant to the terms of various agreements under which we acquired assets from Phillips 66 since the Offering. See Note 13—Contingencies for additional information on these excluded liabilities associated with the Acquired Assets.

**Note 19— Other Financial Information**

	Millions of Dollars		
	2016	2015*	2014*
<b>Interest and Debt Expense</b>			
Incurred			
Debt	\$ 56	65	12
Other	1	1	—
	57	66	12
Capitalized	(5)	(32)	(7)
Expensed	\$ 52	34	5
<b>Other Income</b>			
Co-venturer contractual make-whole payments	\$ 1	6	—
Total other income	\$ 1	6	—

\*Prior-period financial information has been retrospectively adjusted for acquisitions of businesses under common control.

**Note 20— Related Party Transactions**

**Commercial Agreements**

In connection with the Offering and subsequent acquisitions from Phillips 66, we entered into multiple commercial agreements with Phillips 66, including transportation services agreements, terminal services agreements, storage services agreements, stevedoring services agreements, a fractionation service agreement and rail terminal services agreements. Under these long-term, fee-based agreements, we provide transportation, terminaling, storage, stevedoring, fractionation and rail terminal services to Phillips 66, and Phillips 66 commits to provide us with minimum quarterly throughput volumes of crude oil, NGL and refined petroleum products or minimum monthly service fees. Under our transportation and terminaling services agreements, if Phillips 66 fails to transport, throughput or store its minimum throughput volume during any quarter, then Phillips 66 will pay us a deficiency payment based on the calculation described in the agreement.

**Amended Operational Services Agreement**

Under our amended operational services agreement, we reimburse Phillips 66 for providing certain operational services to us in support of our pipelines, terminaling and storage facilities. These services include routine and emergency maintenance and repair services, routine operational activities, routine administrative services, construction and related services and such other services as we and Phillips 66 may mutually agree upon from time to time.

**Amended Omnibus Agreement**

The amended omnibus agreement addresses our payment of an annual operating and administrative support fee and our obligation to reimburse Phillips 66 for all other direct or allocated costs and expenses incurred by Phillips 66 in providing general and administrative services. Additionally, the omnibus agreement addresses Phillips 66's indemnification to us and our indemnification to Phillips 66 for certain environmental and other liabilities related to the assets we acquired in connection with the Offering, and the prefunding of certain projects by Phillips 66. Further, it addresses the granting of a license from Phillips 66 to us with respect to the use of certain Phillips 66 trademarks.

**Tax Sharing Agreement**

In connection with the Offering, we entered into a tax sharing agreement with Phillips 66 pursuant to which we will reimburse Phillips 66 for our share of state and local income and other taxes incurred by Phillips 66 due to our results of operations being included in a combined or consolidated tax return filed by Phillips 66 with respect to taxable periods including or beginning on or after the closing date of the Offering. The amount of any such reimbursement will be limited to the tax that we (and our subsidiaries) would have paid had we not been included in a combined group with Phillips 66. Phillips 66 may use its tax attributes to cause its combined or consolidated group to owe no tax. We would nevertheless reimburse Phillips 66 for the tax we would have owed, even though Phillips 66 had no cash expense for that period.

### Related Party Transactions

Significant related party transactions included in operating and maintenance expenses, general and administrative expenses and interest and debt expense were:

	Millions of Dollars		
	2016	2015*	2014*
Operating and maintenance expenses	\$ 122	95	77
General and administrative expenses	56	58	52
Interest and debt expense	3	2	5
<b>Total</b>	<b>\$ 181</b>	<b>155</b>	<b>134</b>

*\*Prior-period financial information has been retrospectively adjusted for acquisitions of businesses under common control.*

We pay Phillips 66 a monthly operational and administrative support fee under the terms of our amended omnibus agreement in the amount of \$7 million. In prior periods, the monthly fee paid to Phillips 66 was \$1 million from July 26, 2013 through February 28, 2014, \$2 million from March 1, 2014, to March 1, 2015, and \$3 million from March 2, 2015, to October 13, 2016, reflecting the growth in our operations.

The operational and administrative support fee is for the provision of certain services, including: executive services; financial and administrative services (including treasury and accounting); information technology; legal services; corporate health, safety and environmental services; facility services; human resources services; procurement services; corporate engineering services, including asset integrity and regulatory services; logistical services; asset oversight, such as operational management and supervision; business development services; investor relations; tax matters; and public company reporting services. We also reimburse Phillips 66 for all other direct or allocated costs incurred on behalf of us, pursuant to the terms of our amended omnibus agreement. The classification of these charges between operating and maintenance expenses and general and administrative expenses is based on the functional nature of the services being performed for our operations. Under our amended operational services agreement, we reimburse Phillips 66 for the provision of certain operational services to us in support of our pipelines, rail racks, fractionator, and terminaling and storage facilities. Additionally, we pay Phillips 66 for insurance services provided to us. Operating and maintenance expenses also include volumetric gain/loss associated with volumes transported by Phillips 66.

### Note 21— New Accounting Standards

In January 2017, the Financial Accounting Standards Board (FASB) issued Accounting Standards Update (ASU) 2017-04, “Intangibles—Goodwill and Other—Simplifying the Test for Goodwill Impairment,” which eliminates Step 2 from the goodwill impairment test. Under the revised test, an entity should perform its annual, or interim, goodwill impairment test by comparing the fair value of a reporting unit with its carrying amount. An entity should recognize an impairment charge for the amount by which the carrying amount exceeds the reporting unit’s fair value; however, the loss recognized should not exceed the total amount of goodwill allocated to that reporting unit. Public business entities should apply the guidance in ASU No. 2017-04 for its annual or any interim goodwill impairment tests in fiscal years beginning after December 15, 2019, with early adoption permitted. We are currently evaluating the provisions of ASU No. 2017-04.

In January 2017, the FASB issued ASU No. 2017-01, “Business Combinations: Clarifying the Definition of a Business,” which clarifies the definition of a business with the objective of adding guidance to assist in evaluating whether transactions should be accounted for as acquisitions of assets or businesses. The amendment provides a screen for determining when a transaction involves an acquisition of a business. If substantially all of the fair value of the gross assets acquired is concentrated in a single identifiable asset or a group of similar identifiable assets, then the transaction does not involve acquisition of a business. If the screen is not met, then the amendment requires that to be considered a business, the operation must include at a minimum an input and a substantive process that together significantly contribute to the ability to create an output. The guidance may reduce the number of transactions accounted for as business acquisitions. Public business entities should apply the guidance in ASU No. 2017-01 to annual periods

beginning after December 15, 2017, including interim periods within those periods, with early adoption permitted. The amendments should be applied prospectively, and no disclosures are required at the effective date. We are currently evaluating the provisions of ASU No. 2017-01.

In November 2016, the FASB issued ASU No. 2016-18, “Statement of Cash Flows (Topic 230): Restricted Cash,” which clarifies the classification and presentation of changes in restricted cash. The amendment requires that a statement of cash flows explain the change during the period in the total of cash, cash equivalents, and amounts generally described as restricted cash and restricted cash equivalents. Public business entities should apply the guidance in ASU No. 2016-18 on a retrospective basis for annual periods beginning after December 15, 2017, including interim periods within those annual periods, with early adoption permitted. We do not expect the adoption of this ASU to have a material impact on our financial statements.

In August 2016, the FASB issued ASU No. 2016-15, “Statement of Cash Flows (Topic 230): Classification of Certain Cash Receipts and Cash Payments,” which clarifies the treatment of several cash flow categories. In addition, ASU No. 2016-15 clarifies that when cash receipts and cash payments have aspects of more than one class of cash flows and cannot be separated, classification will depend on the predominant source or use. Public business entities should apply the guidance in ASU No. 2016-15 on a retrospective basis for annual periods beginning after December 15, 2017, including interim periods within those annual periods, with early adoption permitted. We are currently evaluating the provisions of ASU No. 2016-15 and assessing the impact on our financial statements.

In February 2016, the FASB issued ASU No. 2016-02, “Leases (Topic 842).” In the new standard, the FASB modified its determination of whether a contract is a lease rather than whether a lease is a capital or operating lease under the previous GAAP. A contract represents a lease if a transfer of control occurs over identified PP&E for a period of time in exchange for consideration. Control over the use of the identified asset includes the right to obtain substantially all of the economic benefits from the use of the asset and the right to direct its use. The FASB continued to maintain two classifications of leases - financing and operating - which are substantially similar to capital and operating leases in the previous lease guidance. Under the new standard, recognition of assets and liabilities arising from operating leases will require recognition on the balance sheet. The effect of all leases in the statement of comprehensive income and the statement of cash flows will be largely unchanged. Lessor accounting will also be largely unchanged. Additional disclosures will be required for financing and operating leases for both lessors and lessees. Public business entities should apply the guidance in ASU No. 2016-02 for annual periods beginning after December 15, 2018, including interim periods within those annual periods. Early adoption is permitted. We are currently evaluating the provisions of ASU No. 2016-02 and assessing its impact on our financial statements.

In January 2016, the FASB issued ASU No. 2016-01, “Financial Instruments-Overall (Subtopic 825-10): Recognition and Measurement of Financial Assets and Financial Liabilities,” to meet its objective of providing more decision-useful information about financial instruments. The majority of this ASU’s provisions amend only the presentation or disclosures of financial instruments; however, one provision will also affect net income. Equity investments carried under the cost method or lower of cost or fair value method of accounting, in accordance with current GAAP, will have to be carried at fair value upon adoption of ASU No. 2016-01, with changes in fair value recorded in net income. For equity investments that do not have readily determinable fair values, a company may elect to carry such investments at cost less impairments, if any, adjusted up or down for price changes in similar financial instruments issued by the investee, when and if observed. Public business entities should apply the guidance in ASU No. 2016-01 for annual periods beginning after December 15, 2017, and interim periods within those annual periods, with early adoption prohibited. We are currently evaluating the provisions of ASU No. 2016-01. Our initial review indicates that ASU No. 2016-01 will have a limited impact on our financial statements.

In May 2014, the FASB issued ASU No. 2014-09, “Revenue from Contracts with Customers (Topic 606).” The new standard converged guidance on recognizing revenues in contracts with customers under GAAP and International Financial Reporting Standards. This ASU is intended to improve comparability of revenue recognition practices across entities, industries, jurisdictions and capital markets and expand disclosure requirements. In August 2015, the FASB issued ASU No. 2015-14, “Revenue from Contracts with Customers (Topic 606): Deferral of the Effective Date.” The amendment in this ASU defers the effective date of ASU No. 2014-09 for all entities for one year. Public business entities should apply the guidance in ASU No. 2014-09 to annual reporting periods beginning after December 15, 2017, including interim reporting periods within that reporting period. Earlier adoption is permitted only as of annual reporting periods beginning after December 31, 2016, including interim reporting periods within that reporting period.

Retrospective or modified retrospective application of the accounting standard is required. ASU No. 2014-09 was further amended in March 2016 by the provisions of ASU No. 2016-08, “Principal versus Agent Considerations (Reporting Revenue Gross versus Net),” in April 2016 by the provisions of ASU No. 2016-10, “Identifying Performance Obligations and Licensing,” in May 2016 by the provisions of ASU No. 2016-12, “Narrow-Scope Improvements and Practical Expedients,” and in December 2016 by the provisions of ASU No. 2016-20, “Technical Corrections to Topic 606, revenue from Contracts with Customers.” As part of our assessment work-to-date, we have formed an implementation work team, completed training on the new ASU’s revenue recognition model and are continuing our contract review and documentation. Our expectation is to adopt the standard on January 1, 2018, using the modified retrospective application. Our evaluation of this standard is ongoing.

**Selected Quarterly Financial Data (Unaudited)**

	Millions of Dollars						Per Common Unit
	Total Revenues	Income Before Income Taxes	Net Income	Net Income Attributable to the Partnership	Limited Partners' Interest in Net Income Attributable to the Partnership	Net Income Attributable to the Partnership	Basic and Diluted
<b>2016</b>							
First	\$ 204	94	94	52	36	0.44	
Second	219	101	100	68	47	0.51	
Third	222	112	112	83	57	0.57	
Fourth	228	103	102	98	69	0.65	
<b>2015*</b>							
First	\$ 150	61	61	35	29	0.39	
Second	168	72	72	42	33	0.50	
Third	174	78	78	53	41	0.50	
Fourth	203	95	95	64	50	0.61	

\*Prior-period financial information has been retrospectively adjusted for acquisitions of businesses under common control.

**Item 9. CHANGES IN AND DISAGREEMENTS WITH ACCOUNTANTS ON ACCOUNTING AND FINANCIAL DISCLOSURE**

None.

**Item 9A. CONTROLS AND PROCEDURES**

We maintain disclosure controls and procedures designed to ensure that information required to be disclosed in reports we file or submit under the Securities Exchange Act of 1934, as amended (the Act), is recorded, processed, summarized and reported within the time periods specified in the U.S. Securities and Exchange Commission (the SEC) rules and forms, and that such information is accumulated and communicated to our General Partner's management, including its principal executive and principal financial officers, as appropriate, to allow timely decisions regarding required disclosure. As of December 31, 2016, our General Partner's Chairman and Chief Executive Officer and its Vice President and Chief Financial Officer, with the participation of the General Partner's management, carried out an evaluation, pursuant to Rule 13a-15(b) of the Act, of the effectiveness of our disclosure controls and procedures (as defined in Rule 13a-15(e) of the Act). Based upon that evaluation, our General Partner's Chairman and Chief Executive Officer and its Vice President and Chief Financial Officer concluded that our disclosure controls and procedures were operating effectively as of December 31, 2016.

There have been no changes in our internal control over financial reporting, as defined in Rule 13a-15(f) of the Act, in the quarterly period ended December 31, 2016, that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

**Management's Annual Report on Internal Control Over Financial Reporting**

This report is included in Item 8. Financial Statements and Supplementary Data and is incorporated herein by reference.

**Report of Independent Registered Public Accounting Firm on Internal Control Over Financial Reporting**

This report is included in Item 8. Financial Statements and Supplementary Data and is incorporated herein by reference.

**Item 9B. OTHER INFORMATION**

None.

## PART III

### Item 10. DIRECTORS, EXECUTIVE OFFICERS AND CORPORATE GOVERNANCE

#### Management of Phillips 66 Partners LP

We are managed by the directors and executive officers of our General Partner, Phillips 66 Partners GP LLC. Our General Partner is not elected by our unitholders and will not be subject to re-election by our unitholders in the future. Phillips 66 indirectly owns all of the membership interests in our General Partner. Our General Partner has a Board of Directors, and our unitholders are not entitled to elect the directors or directly or indirectly participate in our management or operations.

The Board of Directors of our General Partner currently has eight members, three of whom are independent as defined under the independence standards established by the New York Stock Exchange (NYSE). The NYSE does not require a listed limited partnership to have a majority of independent directors on its general partner's board of directors or to establish a compensation committee or a nominating committee. However, the Board of Directors of our General Partner has established an Audit Committee and a Conflicts Committee to address conflict situations. Phillips 66 appoints all members to the Board of Directors of our General Partner. The Board of Directors of our General Partner has determined that Joseph W. O'Toole, Mark A. Haney and P.D. (David) Bairrington are independent directors under the independence standards of the NYSE.

The officers of our General Partner manage the day-to-day affairs of our business. Neither we nor our subsidiaries have any employees. Our General Partner has the sole responsibility for providing the employees and other personnel necessary to conduct our operations. All of the employees that conduct our business are employed by affiliates of our General Partner, but we sometimes refer to these individuals in this Annual Report on Form 10-K as our employees.

#### Directors and Executive Officers of Phillips 66 Partners GP LLC

Directors are elected by the sole member of our General Partner and hold office until their successors have been elected or qualified or until the earlier of death, resignation, removal or disqualification. Executive officers are appointed by, and serve at the discretion of, the Board of Directors. C.C. (Clayton) Reasor served as Director and Vice President of Investor Relations until his retirement at the end of 2016. Gary K. Adams served as a director until his resignation in August 2016. The following table shows information for the directors and executive officers of Phillips 66 Partners GP LLC.

Name	Position with Phillips 66 Partners GP LLC	Age*
Greg C. Garland	Chairman of the Board of Directors and Chief Executive Officer	59
Tim G. Taylor	Director and President	63
Robert A. Herman	Director and Senior Vice President, Operations	57
Timothy D. Roberts	Director	55
Kevin J. Mitchell	Director and Vice President and Chief Financial Officer	50
J.T. (Tom) Liberti	Vice President and Chief Operating Officer	64
Chukwuemeka A. Oyolu	Vice President and Controller	47
Joseph W. O'Toole	Director	78
Mark A. Haney	Director	61
P.D. (David) Bairrington	Director	61

\*On February 17, 2017.

**Greg C. Garland** has served as Chief Executive Officer and Chairman of the Board of Directors of our General Partner since March 2013. Mr. Garland became Chairman of the Board of Directors, President and Chief Executive Officer of Phillips 66 in April 2012, and has been Chairman and Chief Executive Officer of Phillips 66 since June 2014. Mr. Garland devotes the majority of his time to his roles at Phillips 66 and also spends time, as needed, directly managing our business and affairs. Mr. Garland was appointed Senior Vice President, Exploration and Production—Americas for ConocoPhillips in October 2010, having previously served as President and Chief Executive Officer of ChevronPhillips

Chemical Company LLC (CPChem) since 2008. Mr. Garland is currently a member of the Board of Directors of DCP Midstream, LLC and Amgen Inc. We believe that Mr. Garland's extensive experience in the energy industry, including his 35-year career with Phillips Petroleum Company, CPChem and ConocoPhillips, and as Chief Executive Officer of Phillips 66, makes him well qualified to serve both as a director and as Chairman of the Board of Directors of our General Partner. In addition to his other skills and qualifications, we believe that Mr. Garland's role as both Chairman and Chief Executive Officer provides a vital link between management and the Board of Directors and allows the Board of Directors to perform its oversight role with the benefit of management's perspective on business and strategy.

**Tim G. Taylor** has served as President and a member of the Board of Directors of our General Partner since March 2013. Mr. Taylor became Executive Vice President, Commercial, Marketing, Transportation and Business Development of Phillips 66 in April 2012 and has served as President since June 2014. Mr. Taylor devotes the majority of his time to his roles at Phillips 66 and also spends time, as needed, devoted to our business and affairs. Mr. Taylor retired as Chief Operating Officer of CPChem in 2011. Prior to that time, Mr. Taylor served as Executive Vice President, Olefins and Polyolefins of CPChem from 2008 to 2011. Mr. Taylor is currently a member of the Board of Directors of CPChem and has previously served on the Board of Directors of Colonial Pipeline Company and Explorer. We believe that Mr. Taylor is a suitable member of the Board of Directors because of his extensive industry experience, particularly his experience in the transportation and midstream businesses during his employment at Phillips 66 and Phillips Petroleum Company.

**Robert A. Herman** has served as Senior Vice President, Operations and a member of the Board of Directors of our General Partner since June 2014. Mr. Herman became Executive Vice President, Midstream of Phillips 66 in June 2014. Mr. Herman devotes the majority of his time to his roles at Phillips 66 and also spends time, as needed, on our business and affairs. Before assuming his current role, Mr. Herman served Phillips 66 as Senior Vice President, Health, Safety, and Environment, Projects and Procurement, from February 2014 to June 2014, and Senior Vice President, Health, Safety, and Environment, from April 2012 to February 2014. Before joining Phillips 66, Mr. Herman worked for ConocoPhillips as Vice President, Health, Safety, and Environment, from 2010 to 2012. Mr. Herman is currently a member of the Board of Directors of CPChem. We believe that Mr. Herman is a suitable member of the Board of Directors due to the significant industry experience he has gained through his employment with Phillips 66 and ConocoPhillips.

**Timothy D. Roberts** has served as a member of the Board of Directors of our General Partner since April 2016. Mr. Roberts has been the Executive Vice President, Marketing and Commercial for Phillips 66 since January 2017. He previously served as the Executive Vice President, Strategy and Business Development for Phillips 66 from April 2016 through January 2017. Before joining Phillips 66, Mr. Roberts was an executive at LyondellBasell Industries NV ("Lyondell") from June 2011 through March 2016. He joined Lyondell as Senior Vice President, Olefins and Polyolefins for the Americas in June 2011, was Executive Vice President - O&P Americas from October 2013 through January 2015, and served as Executive Vice President - Global O&P from January 2015 until March 2016. Prior to joining Lyondell, Mr. Roberts was Vice President of Strategic and Corporate Planning for CPChem from February 2011 until May 2011, and Chief Executive Officer of Americas Styrenics LLC, a joint venture between The Dow Chemical Company and CPChem, from May 2008 until January 2011. We believe that Mr. Roberts is a suitable member of the Board of Directors because of his extensive industry experience.

**Kevin J. Mitchell** has served as Vice President and Chief Financial Officer and a member of the Board of Directors of our General Partner since January 2016. Mr. Mitchell previously served as the Vice President, Investor Relations, for Phillips 66 upon joining Phillips 66 in September 2014 and became Executive Vice President, Finance and Chief Financial Officer in January 2016. Mr. Mitchell devotes the majority of his time to his roles at Phillips 66 and also spends time, as needed, on our business and affairs. Prior to joining Phillips 66, he served as the General Auditor of ConocoPhillips from May 2010 until September 2014. Mr. Mitchell joined Conoco in 1991 and held a variety of finance and accounting positions with Conoco and ConocoPhillips Alaska; and Manager of Treasury Services. Mr. Mitchell is a Certified Internal Auditor and a fellow with the Chartered Institute of Management Accountants. We believe that Mr. Mitchell is a suitable member of the Board of Directors because of his industry experience and knowledge of industry accounting and financial practices.

**J.T. (Tom) Liberti** has served as Vice President and Chief Operating Officer of our General Partner since March 2013. Mr. Liberti became General Manager, Master Limited Partnership of Phillips 66 in March 2013. Prior to his current role at Phillips 66, Mr. Liberti served as General Manager, Lubricants of Phillips 66 since April 2012 and General Manager, Lubricants of ConocoPhillips from 2002 to 2012.

**Chukwuemeka A. Oyolu** became the Vice President and Controller of our General Partner in December 2014. Mr. Oyolu also became the Vice President and Controller of Phillips 66 in December 2014. Mr. Oyolu devotes the majority of his time to his roles at Phillips 66 and also spends time, as needed, on our business and affairs. Prior to his current role at Phillips 66, Mr. Oyolu served as General Manager, Finance for Refining, Marketing and Transportation from May 2012 until February 2014, when he became General Manager, Planning and Optimization. Prior to this Mr. Oyolu worked for ConocoPhillips as Manager, Downstream Finance from 2009 to April 2012.

**Joseph W. O'Toole** has served as a member of the Board of Directors of our General Partner since July 2013 and serves as the chair of the Audit Committee. Mr. O'Toole is currently the managing partner of Maeve Investment Company, LP, a private investment company. Mr. O'Toole retired as Vice President, General Tax Officer and General Tax Counsel of Phillips Petroleum Company in 1999, a position he held since 1977. Mr. O'Toole served as chairman of the American Petroleum Institute's General Tax Committee in 1983 and represented the industry and Phillips Petroleum Company before government bodies in the U.S. and foreign countries on numerous occasions. Mr. O'Toole is currently a member of the Board of Directors of St. Vincent College and serves as the Chairman of its Investment and Institutional Advancement Committee. We believe that Mr. O'Toole is a suitable member of the Board of Directors because of his lengthy tenure and extensive experience in the energy industry and knowledge of industry accounting, tax and financial practices he procured while serving in senior tax and financial positions with Phillips Petroleum Company.

**Mark A. Haney** has served as a member of the Board of Directors of our General Partner since July 2013 and serves on the Audit Committee and as chair of the Conflicts Committee. Mr. Haney retired as Executive Vice President of Olefins and Polyolefins of CPChem in December 2011. Prior to that time, Mr. Haney served as Senior Vice President, Specialties, Aromatics and Styrenics of CPChem from 2008 to 2011, and Vice President, Polyethylene of CPChem from 2001 to 2008. Prior to joining CPChem in 2001, he held several senior positions with Phillips Petroleum Company, where he began his career in 1977. He also serves as a director for Advanced Drainage Systems, Inc. We believe that Mr. Haney is a suitable member of the Board of Directors because of his lengthy tenure and extensive experience in the energy industry, particularly his leadership experience with operating responsibilities.

**P.D. (David) Bairrington** has served as a member of the Board of Directors of our General Partner since August 2016 and serves on both the Audit Committee and the Conflicts Committee. Mr. Bairrington is the managing partner of a family owned real estate development company. Prior to taking on that role, he spent 33 years in the energy industry with Phillips Petroleum Company and ConocoPhillips, from which he retired in June 2011. During his career, he held a number of executive positions, including Senior Vice President of ConocoPhillips Canada, President and Managing Director of ConocoPhillips Russia, and Senior Vice President of Marketing and Transportation for Phillips Petroleum Company. Mr. Bairrington is a former board member of Syncrude Canada Ltd, and the former Chairman of the Board of the Polar Lights Company and NaryanMarNefteGas Company. He also chaired the US-Russia and US-Kazakh Business Councils as well as served as the executive contact for a number of industry organizations such as the Society of Independent Gas Marketers Association (SIGMA), Petroleum Marketers Association of America (PMAA) and the National Association of Convenience Stores (NACS). Currently, Mr. Bairrington serves on the Texas Municipal Power Agency Board, Bryan Texas Utilities Board, and Texas A&M Engineering Advisory Council. We believe that Mr. Bairrington is a suitable member of the Board of Directors because of his lengthy tenure and extensive experience in the energy industry, particularly his leadership experience with operating responsibilities.

#### **Section 16(a) Beneficial Ownership Reporting Compliance**

Section 16(a) of the Securities Exchange Act of 1934 (the Act) requires directors and executive officers of our General Partner, and persons who own more than 10 percent of a registered class of our equity securities, to file reports of ownership and changes in ownership of our common units with the U.S. Securities and Exchange Commission (SEC) and the NYSE, and to furnish us with copies of the forms they file. To our knowledge, based solely upon a review of the copies of such reports furnished to us and written representations of our officers and directors, during the year ended December 31, 2016, all Section 16(a) reports applicable to our officers and directors were filed on a timely basis, except as noted below:

- On September 13, 2016, Phantom Units held by Mr. Haney vested and were paid out in cash. The Form 4 related to this transaction was filed October 12.
- On September 13, 2016, Phantom Units held by Mr. O'Toole vested and were paid out in cash. The Form 4 related to this transaction was filed October 12.
- On September 30, 2016, Phantom Units held by a former member of our Board of Directors, Gary Adams, vested and were paid out in cash. The Form 4 related to this transaction was filed October 12.

### **Committees of the Board of Directors**

The Board of Directors of our General Partner has an Audit Committee and a Conflicts Committee. Each of the standing committees of the Board of Directors has the composition and responsibilities described below.

#### **Audit Committee**

Our General Partner has an Audit Committee consisting of three directors, each of whom meets the independence and experience standards established by the NYSE and the Act. The members of the Audit Committee are Messrs. Bairrington, Haney, and O'Toole. Mr. O'Toole serves as the chair of the Audit Committee, and the Board of Directors of our General Partner has determined that Mr. O'Toole is an audit committee financial expert (as defined in the Act). The Audit Committee assists the Board of Directors in its oversight of the integrity of our financial statements and our compliance with legal and regulatory requirements and corporate policies and controls. The Audit Committee has the sole authority to retain and terminate our independent registered public accounting firm, approve all auditing services and related fees and the terms thereof, and pre-approve any non-audit services to be rendered by our independent registered public accounting firm. The Audit Committee is also responsible for confirming the independence and objectivity of our independent registered public accounting firm. Our independent registered public accounting firm has unrestricted access to the Audit Committee. The Audit Committee has a written charter adopted by the Board of Directors of our General Partner, which is available on our website at <http://www.phillips66partners.com> by selecting "About," then "Governance," then "Committees," and selecting "View the Audit Committee Charter."

#### **Conflicts Committee**

Two members of the Board of Directors of our General Partner serve on our General Partner's Conflicts Committee to review specific matters that may involve conflicts of interest in accordance with the terms of our partnership agreement. The members of the Conflicts Committee are Messrs. Bairrington and Haney, with Mr. Haney serving as the chair. The Board of Directors of our General Partner determines whether to refer a matter to the Conflicts Committee on a case-by-case basis. The members of our Conflicts Committee may not be officers or employees of our General Partner or directors, officers, or employees of its affiliates, and must meet the independence and experience standards established by the NYSE and the Act to serve on an audit committee of a board of directors. In addition, the members of our Conflicts Committee may not own any interest in our General Partner or any interest in us or our subsidiaries other than common units or awards under our incentive compensation plan. If our General Partner seeks approval from the Conflicts Committee, then it will be presumed that, in making its decision, the Conflicts Committee acted in good faith, and in any proceeding brought by or on behalf of any limited partner or Phillips 66 Partners LP (the Partnership) challenging such determination, the person bringing or prosecuting such proceeding will have the burden of overcoming such presumption.

#### **Code of Business Ethics and Conduct**

Our General Partner has adopted a Code of Business Ethics and Conduct for directors and employees designed to help directors and employees resolve ethical issues in an increasingly complex global business environment. Our Code of Business Ethics and Conduct applies to all directors and employees, including the Chief Executive Officer and the Chief Financial Officer. Our Code of Business Ethics and Conduct covers topics including, but not limited to, conflicts of interest, insider trading, competition and fair dealing, discrimination and harassment, confidentiality, payments to government personnel, anti-boycott laws, U.S. embargoes and sanctions, compliance procedures and employee complaint procedures. Our Code of Business Ethics and Conduct is posted on the "About" section of our website under the "Governance" caption. Unitholders may also request printed copies of our Code of Business Ethics and Conduct by following the instructions located under the section "Website Access to SEC Reports" in Items 1 and 2. Business and Properties.

## Item 11. EXECUTIVE COMPENSATION

We and our General Partner were formed in February 2013. Neither we nor our General Partner employ any of the individuals who serve as executive officers of our General Partner and are responsible for managing our business. We are managed by our General Partner, the executive officers of which are employees of Phillips 66. We and our General Partner have entered into an omnibus agreement, as amended, with Phillips 66 pursuant to which, among other matters:

- Phillips 66 makes available to our General Partner the services of the Phillips 66 employees who serve as the executive officers of our General Partner.
- Our General Partner is obligated to reimburse Phillips 66 for an allocated portion of the costs that Phillips 66 incurs in providing compensation and benefits to certain Phillips 66 employees, including the executive officers of our General Partner who devote at least a majority of their working time to our business (but not the executive officers of our General Partner who devote less than a majority of their working time to our business).
- Our General Partner pays an operational and administrative support fee to Phillips 66 to cover, among other things, the services provided to us by the executive officers of our General Partner who devote less than a majority of their working time to our business.

Pursuant to the applicable provisions of our partnership agreement, we reimburse our General Partner for the costs it incurs in relation to the Phillips 66 employees, including executive officers, who provide services to operate our business. Our “Named Executive Officers” (NEOs) consist of our General Partner’s chief executive officer, chief financial officer and the next three most highly compensated executive officers, who for 2016 were:

- Greg C. Garland, Chairman of the Board of Directors and Chief Executive Officer.
- Tim G. Taylor, President.
- Kevin J. Mitchell, Vice President and Chief Financial Officer.
- Chukwuemeka A. Oyolu, Vice President and Controller.
- J. T. (Tom) Liberti, Vice President and Chief Operating Officer.

### Compensation Discussion and Analysis

Messrs. Garland, Mitchell, Taylor and Oyolu, who were also executive officers of Phillips 66 during 2016, devoted the majority of their time to their respective roles at Phillips 66 and also spent time, as needed, directly managing our business and affairs. Pursuant to the terms of the amended omnibus agreement, we pay a fixed operational and administrative support fee to Phillips 66, which covers, among other things, the services provided to us by Messrs. Garland, Mitchell, Taylor and Oyolu. Except with respect to awards that may be granted under the Phillips 66 Partners LP 2013 Incentive Compensation Plan (the ICP), which is discussed in more detail below under the section “Our Incentive Compensation Plan,” Messrs. Garland, Mitchell, Taylor and Oyolu do not receive any separate amounts of compensation for their services to our business or as executive officers of our General Partner and, except for the fixed operational and administrative support fee we pay to Phillips 66, we did not otherwise pay or reimburse any compensation amounts to or for Messrs. Garland, Mitchell, Taylor and Oyolu during 2016.

Mr. Liberti devotes substantially all of his working time to our business and, pursuant to the terms of the amended omnibus agreement, we reimburse Phillips 66 for all the compensation and benefits paid to him with respect to time spent managing our business.

The Human Resources and Compensation Committee of the Board of Directors of Phillips 66 (the Compensation Committee) has ultimate decision making authority with respect to the compensation of Senior Officers other than with respect to awards of equity in our partnership, for which the Board of our General Partner retains authority. Any awards under the ICP are approved by the Board of Directors of our General Partner. The elements of compensation discussed below, and Phillips 66's decisions with respect to determinations on payments, were approved by the Compensation Committee, and were not subject to approvals by the Board of Directors of our General Partner.

See Note 20—Related Party Transactions —Amended Omnibus Agreement, in the Notes to Consolidated Financial Statements, for additional information.

### Elements of Compensation

Phillips 66 provides compensation to its executives in the form of base salaries, annual cash incentive awards, long-term equity incentive awards and participation in various employee benefits plans and arrangements, including broad-based and supplemental defined contribution, defined benefit retirement plans and executive life insurance arrangements. Phillips 66 also provides additional benefits to approved Senior Officers, such as personal security. In addition, although our NEOs have not entered into employment agreements with Phillips 66, our NEOs are eligible to participate in Phillips 66's executive severance and change in control plans, pursuant to which they would receive severance payments and benefits from Phillips 66 in the event of an involuntary termination of employment (with an enhanced level of payment if such termination occurs in connection with a change in control of Phillips 66). In the future, Phillips 66 and/or our General Partner may provide different and/or additional compensation components, benefits and/or perquisites to our NEOs, to ensure that they are provided with a comprehensive and competitive compensation structure.

As explained above, Messrs. Garland, Mitchell, Taylor and Oyolu devoted a small portion of their overall working time to our business during 2016 and the compensation our NEOs received from Phillips 66 in relation to their services for us did not comprise a material amount of their total compensation. In addition, except for a fixed operational and administrative support fee that we pay to Phillips 66 pursuant to the terms of the amended omnibus agreement, and any awards that may be granted in the future to Messrs. Garland, Mitchell, Taylor and Oyolu under the ICP, we will not pay or reimburse any compensation amounts to or for Messrs. Garland, Mitchell, Taylor and Oyolu. For a detailed discussion of the compensation and benefits that Phillips 66 provides to its NEOs, and its philosophy, objectives and policies related to executive compensation, please refer to the Compensation Discussion and Analysis section of Phillips 66's 2017 Proxy Statement, which will be available upon its filing on the SEC's website at <http://www.sec.gov>. The following sets forth a more detailed explanation of the elements of Phillips 66's executive compensation program for Mr. Liberti.

*Base Salary.* Base salary is designed to provide a competitive fixed rate of pay recognizing employees' different levels of responsibility and performance. In setting an executive's base salary, Phillips 66 considers factors including, but not limited to, the responsibility level for the position held, market data for its relevant peer group, experience and expertise, individual performance and business results.

*Annual Cash Bonus.* Phillips 66's annual cash incentive program provides participants with an opportunity to earn annual cash bonus awards generally based on company, business unit and individual performance. Target annual bonus levels are established at the beginning of each year and are based on a percentage of the executive's eligible earnings. For 2016, Mr. Liberti had an annualized target bonus of 50 percent of his eligible earnings.

The base award is weighted equally for corporate and business unit performance. For 2015 and 2014, Phillips 66 used the following metrics in relation to the corporate performance of Phillips 66 as a whole for annual bonus program purposes, with the weightings specified as follows:

Personal Safety, Process Safety, Environmental Stewardship and Reliability Metrics	25 percent
Cost Management	25 percent
Adjusted Earnings/Earnings Per Share	25 percent
Return of Capital Employed	25 percent

For 2016, Phillips 66 revised the metrics for better alignment with its corporate strategy. The following metrics were used in relation to the corporate performance of Phillips 66 as a whole when evaluating performance for annual bonus program purposes, with the weightings specified as follows:

Adjusted EBITDA	40 percent
Operating Excellence	35 percent
Adjusted Controllable Cost	15 percent
High-Performing Organization	10 percent

The Compensation Committee used its judgment in assessing results in relation to the foregoing categories of criteria to award between zero and 200 percent of each NEO's target bonus. There are multiple award units within Phillips 66 designed to measure performance and reward employees according to business unit performance. Performance criteria include quantitative and qualitative metrics specific to each business unit, such as income, cost control, safety and operational excellence, and resource and talent management. Finally, an individual performance adjustment may be applied for its executives and key employees. For 2016, Phillips 66 paid a cash bonus to Mr. Liberti at a level of approximately 135 percent of his target award to recognize the overall performance of Phillips 66, the performance of his business unit and his individual contributions.

*Long-Term Equity-Based Compensation Awards.* Phillips 66 maintains a long-term incentive program pursuant to which it grants equity-based awards in Phillips 66 stock to its executives and key employees. Awards are paid out from zero to 200 percent of target depending on Phillips 66's performance relative to the applicable targets. For the performance periods presented, payout levels for the Performance Share Program (PSP) awards were based on Phillips 66's Total Shareholder Return (TSR) (50 percent), as compared to a group of Phillips 66's peer companies, and Return on Capital Employed (ROCE) (50 percent), as compared to both its weighted average cost of capital and a group of Phillips 66's peer companies. Generally, performance at the 50th percentile of the peer group would result in payout at target levels, subject to any individual performance or other adjustments that may be made by the Compensation Committee. For performance periods that ended in 2016, payouts for the PSP were made in cash at the end of the performance period, with no escrow period.

We apply individual performance adjustments to targets at the beginning of the period. The Compensation Committee believes in applying performance adjustments at the beginning of the performance period, rather than the end, so that performance adjusted compensation is subject to company performance and market volatility throughout the performance period, aligning executive compensation with shareholder interests.

For 2016, Phillips 66's long-term incentive program delivered 50 percent of long-term target value in the form of performance share units through the PSP, 25 percent in the form of stock options and 25 percent in the form of restricted stock units. This reflects the cyclical nature of its business, promotes retention of high-performing talent and supports succession planning.

*Retirement, Health, Welfare and Additional Benefits.* Our NEOs are eligible to participate in the employee benefit plans and programs that Phillips 66 may from time to time offer to its employees, subject to the terms and eligibility requirements of those plans. Our NEOs are also eligible to participate in tax-qualified defined contribution and defined benefit retirement plans to the same extent as all other Phillips 66 employees. Phillips 66 also maintains three supplemental retirement plans in which its executives and key employees participate. Its voluntary deferred compensation plan (the Phillips 66 Key Employee Deferred Compensation Plan) allows executives to defer both the receipt and taxation of a portion of their base salary until separation and annual bonus until a specific date or when they separate from employment. Its defined contribution restoration plan (the Phillips 66 Defined Contribution Make-Up Plan) restores benefits capped under Phillips 66's qualified defined contribution plan due to Internal Revenue Code limits. Finally, its defined benefit restoration plans (the Phillips 66 Key Employee Supplemental Retirement Plan and the Phillips 66 Supplemental Executive Retirement Plan) restore company sponsored benefits capped under the qualified defined benefit pension plan due to Internal Revenue Code limits and provide additional nonqualified pension benefits to executives who were hired in mid-career to partially compensate for the loss of retirement benefits from a previous employer. Our NEOs, including Mr. Liberti, participate in these programs and Phillips 66 remains responsible for providing 100 percent of the benefits thereunder. However, with respect to the executives for whom we are obligated to reimburse Phillips 66 for an

allocated portion of compensation and benefits costs, we will pay periodic amounts to Phillips 66 pursuant to the terms of the amended omnibus agreement representing Phillips 66's estimated costs for providing these benefits. Beginning in 2016, Phillips 66 provided executive health and financial planning benefits to our NEOs subject to certain eligibility requirements.

*Severance and Change in Control Programs.* Phillips 66 does not maintain individual severance or change in control agreements with its executives. Rather, Phillips 66 maintains an Executive Severance Plan (ESP) and a Key Employee Change in Control Severance Plan (CICSP) to provide and preserve an economic motivation for participating executives to consider a business combination that might result in an executive's job loss and to compete effectively in attracting and retaining executives in an industry that features frequent acquisitions and divestitures.

*Executive Severance Plan.* The ESP provides that if Phillips 66 terminates the employment of an executive other than for cause, the executive will receive the following benefits, which may vary depending on salary grade level:

- A lump sum payment equal to one and one-half or two times (one and one-half times in the case of Mr. Liberti) the sum of the executive's base salary and current target annual bonus.
- A lump sum payment equal to the present value of the increase in pension benefits that would result from crediting the executive with an additional one and one-half or two years of age and service under the pension plan (one and one-half years in the case of Mr. Liberti).
- A lump sum payment equal to the cost of certain welfare benefits for an additional one and one-half or two years (one and one-half years in the case of Mr. Liberti).
- Continued eligibility for a pro rata portion of the annual bonus paid with respect to the year of termination.
- Layoff treatment under compensation plans that generally allows the executive to retain grants of Phillips 66 restricted stock and restricted stock units, and maintain eligibility for Phillips 66 PSP awards for ongoing periods in which the NEO had participated for at least one year.

*Change in Control Severance Plan.* The CICSP provides that if, within two years of a change in control of Phillips 66, an executive's employment is terminated by the employer other than for cause, or by the executive for good reason, the executive will receive the following benefits, which may vary depending on salary grade level:

- A lump sum payment equal to two or three times (two times in the case of Mr. Liberti) the sum of the executive's base salary and the higher of current target annual bonus or the average of the two most recent bonus payments.
- A lump sum payment equal to the present value of the increase in pension benefits that would result from crediting the executive with an additional two or three years of age and service under the pension plan (two years in the case of Mr. Liberti).
- A lump sum payment equal to Phillips 66's cost of certain welfare benefits for an additional two or three years (two years in the case of Mr. Liberti).
- Continued eligibility for a pro rata portion of the annual bonus paid with respect to the year of termination.

In addition, upon severance following a change in control, an executive becomes eligible for vesting in all Phillips 66 equity awards and lapsing of any restrictions, with continued ability to exercise any stock options for their remaining terms. Stock options shall be exercisable at the original times set forth in the applicable award documents. After a change in control, the CICSP may not be amended or terminated if the amendment would be adverse to the interests of any eligible participant without the participant's written consent. Amounts payable under the CICSP are offset by any payments or benefits payable under any of Phillips 66's other plans.

### **Our Incentive Compensation Plan**

Our General Partner adopted the ICP for officers, directors and employees of our General Partner or its affiliates, and any consultants, affiliates of our General Partner or other individuals who perform services for us. Our General Partner may issue our executive officers and other service providers long-term equity-based awards under the ICP. These awards are intended to compensate the recipients thereof based on the performance of our common units and their continued employment during the vesting period, as well as align their long-term interests with those of our unitholders. We will be responsible for the cost of awards granted under the ICP, and all determinations with respect to awards to be made under the ICP will be made by the Board of Directors of our General Partner or any committee thereof that may be established for such purpose or by any delegate of the Board of Directors or such committee, subject to applicable law, which we refer to as the plan administrator. The Board of Directors of our General Partner is currently designated as the plan administrator. The following description reflects the principal terms of the ICP.

*General.* The ICP provides for the grant, from time to time at the discretion of the Board of Directors of our General Partner or any applicable committee or delegate thereof, subject to applicable law, of unit awards, restricted units, phantom units, unit options, unit appreciation rights, distribution equivalent rights, profits interest units and other unit-based awards. The purpose of awards under the ICP is to provide additional incentive compensation to individuals providing services to us, and to align the economic interests of such individuals with the interests of our unitholders. The ICP limits the number of units that may be delivered pursuant to vested awards to 2,500,000 common units, subject to proportionate adjustment in the event of unit splits and similar events. Common units subject to awards that are canceled, forfeited, or otherwise terminated without delivery of the common units will be available for delivery pursuant to other awards. Common units canceled for payment of taxes will not be available for delivery pursuant to other awards.

*Restricted Units and Phantom Units.* A restricted unit is a common unit that is subject to forfeiture if the terms of vesting are not met. Upon vesting, the forfeiture restrictions lapse and the recipient holds a common unit that is not subject to forfeiture. A phantom unit is a notional unit that entitles the grantee to receive a common unit upon the vesting of the phantom unit or on a deferred basis upon specified future dates or events or, in the discretion of the plan administrator, cash equal to the fair market value of a common unit. The plan administrator may make grants of restricted and phantom units under the ICP that contain such terms, consistent with the ICP, as the administrator may determine are appropriate, including the period over which restricted or phantom units will vest. The plan administrator may, in its discretion, base vesting on the grantee's completion of a period of service or upon the achievement of specified financial objectives or other criteria or upon a change of control (as defined in the ICP) or as otherwise described in an award agreement. Distributions made by us with respect to awards of restricted units may be subject to the same vesting requirements as the restricted units.

*Distribution Equivalent Rights.* The plan administrator, in its discretion, may also grant distribution equivalent rights, either as stand-alone awards or in tandem with other awards. Distribution equivalent rights are rights to receive an amount in cash, restricted units or phantom units equal to all or a portion of the cash distributions made on units during the period in which an award remains outstanding.

*Unit Options and Unit Appreciation Rights.* The ICP also permits the grant of options covering common units. Unit options represent the right to purchase a number of common units at a specified exercise price. Unit appreciation rights represent the right to receive the appreciation in the value of a number of common units over a specified exercise price, either in cash or in common units. Unit options and unit appreciation rights may be granted to such eligible individuals and with such terms as the plan administrator may determine, consistent with the ICP; however, a unit option or unit appreciation right must have an exercise price equal to at least the fair market value of a common unit on the date of grant.

*Unit Awards.* Awards covering common units may be granted under the ICP with such terms and conditions, including restrictions on transferability, as the plan administrator may establish.

*Profits Interest Units.* Awards granted to grantees who are partners, or granted to grantees in anticipation of the grantee becoming a partner or granted as otherwise determined by the plan administrator, may consist of profits interest units. The plan administrator will determine the applicable vesting dates, conditions to vesting and restrictions on transferability and any other restrictions for profits interest awards.

*Other Unit-Based Awards.* The ICP may also permit the grant of "other unit-based awards," which are awards that, in whole or in part, are valued or based on or related to the value of a common unit. The vesting of another unit-based award

may be based on a participant's continued service, the achievement of performance criteria or other measures. On vesting or on a deferred basis upon specified future dates or events, other unit-based awards may be paid in cash and/or in units (including restricted units), or any combination thereof as the plan administrator may determine.

*Source of Common Units.* Common units to be delivered with respect to awards may be newly issued units, common units acquired by us or our General Partner in the open market, common units already owned by our General Partner or us, common units acquired by our General Partner directly from us or any other person or any combination of the foregoing.

*Anti-Dilution Adjustments and Change in Control.* If an "equity restructuring" event occurs that could result in an additional compensation expense under applicable accounting standards if adjustments to awards under the ICP with respect to such event were discretionary, the plan administrator will equitably adjust the number and type of units covered by each outstanding award and the terms and conditions of such award to equitably reflect the restructuring event, and the plan administrator will adjust the number and type of units with respect to which future awards may be granted under the ICP. With respect to other similar events, including, for example, a combination or exchange of units, a merger or consolidation or an extraordinary distribution of our assets to unitholders, that would not result in an accounting charge if adjustment to awards were discretionary, the plan administrator will have discretion to adjust awards in the manner it deems appropriate and to make equitable adjustments, if any, with respect to the number of units available under the ICP and the kind of units or other securities available for grant under the ICP. Furthermore, upon any such event, including a change in control of us or our General Partner, or a change in any law or regulation affecting the ICP or outstanding awards or any relevant change in accounting principles, the plan administrator will generally have discretion to (1) accelerate the time of exercisability or vesting or payment of an award, (2) require awards to be surrendered in exchange for a cash payment or substitute other rights or property for the award, (3) provide for the award to be assumed by a successor or one of its affiliates, with appropriate adjustments thereto, (4) cancel unvested awards without payment or (5) make other adjustments to awards as the plan administrator deems appropriate to reflect the applicable transaction or event.

*Termination of Employment.* The consequences of the termination of a grantee's employment, membership on our General Partner's Board of Directors or other service arrangement will generally be determined by the Compensation Committee in the terms of the relevant award agreement.

*Amendment or Termination of ICP.* The plan administrator, at its discretion, may terminate the ICP at any time with respect to the common units for which a grant has not previously been made. The ICP automatically terminates in July 2023. The plan administrator also has the right to alter or amend the ICP or any part of it from time to time or to amend any outstanding award made under the ICP, provided that no change in any outstanding award may be made that would materially impair the vested rights of the participant without the consent of the affected participant or result in taxation to the participant under Section 409A of the Code.

#### **Compensation Consultants**

Our General Partner does not have a compensation committee, and its Board of Directors did not retain a compensation consultant in 2016.

#### **Unit Ownership Requirements**

Our General Partner does not have established unit ownership requirements.

#### **Guidelines for Trading by Insiders**

We maintain policies that govern trading in our units by the officers and directors of our General Partner who are required to report under Section 16 of the Exchange Act, as well as certain other employees who may have regular access to material non-public information about us. These policies include pre-approval requirements for all trades and periodic trading "black-out" periods designed with reference to our quarterly financial reporting schedule. We also require pre-approval of all trading plans adopted pursuant to Rule 10b5-1 promulgated under the Exchange Act. These policies also prohibit speculative transactions in our units by these individuals such as short sales, puts, calls or other similar options to buy or sell our units in an effort to hedge certain economic risks or otherwise.

#### **Compensation Risk Assessment**

The Compensation Committee oversees the risk assessment performed by Phillips 66 management of all elements of its compensation programs, policies and practices for all employees. A discussion of this risk assessment will be included in

the Compensation Discussion and Analysis section of Phillips 66's 2017 Proxy Statement, which will be available upon its filing on the SEC's website at <http://www.sec.gov>.

### Compensation Committee Report

The independent directors of our General Partner (the Independent Directors) have reviewed and discussed the Compensation Discussion and Analysis required by Item 402(b) of Regulation S-K with management and, based on such review and discussions, the Independent Directors recommended to the Board of our General Partner that the Compensation Discussion and Analysis be included in this Annual Report on Form 10-K.

The Independent Directors have submitted this Report to the Board of Directors as of February 17, 2017:

- P.D. (David) Bairrington
- Mark A. Haney
- Joseph W. O'Toole

### Summary Compensation Table

The following table summarizes the compensation for our NEOs for fiscal years 2016, 2015 and 2014.

Name and Principal Position	Year	Salary <sup>(2)</sup> (\$)	Stock Awards <sup>(3)</sup> (\$)	Stock Options <sup>(4)</sup> (\$)	Non-Equity Incentive Compensation Plan <sup>(5)</sup> (\$)	Change in Pension Value and Nonqualified Deferred Compensation Earnings <sup>(6)</sup> (\$)	All Other Compensation <sup>(7)</sup> (\$)	Total (\$)
Greg C. Garland, Chief Executive Officer <sup>(1)</sup>	2016	—	—	—	—	—	—	—
	2015	—	—	—	—	—	—	—
	2014	—	—	—	—	—	—	—
Kevin J. Mitchell, Vice President and Chief Financial Officer <sup>(1)</sup>	2016	—	—	—	—	—	—	—
	2015	—	—	—	—	—	—	—
Tim G. Taylor, President <sup>(1)</sup>	2016	—	—	—	—	—	—	—
	2015	—	—	—	—	—	—	—
	2014	—	—	—	—	—	—	—
Chukwuemeka A. Oyolu, Vice President and Contoller <sup>(1)</sup>	2016	—	—	—	—	—	—	—
	2015	—	—	—	—	—	—	—
	2014	—	—	—	—	—	—	—
J.T. (Tom) Liberti, Vice President and Chief Operating Officer	2016	354,136	451,672	138,498	239,042	354,369	26,440	1,564,157
	2015	334,536	439,789	126,228	307,355	385,851	35,054	1,628,813
	2014	324,408	363,313	121,280	278,180	504,174	29,297	1,620,652

<sup>(1)</sup> Messrs. Garland, Mitchell, Taylor and Oyolu devote a small portion of their overall working time to our business. The compensation these NEOs receive from Phillips 66 in relation to their services for us does not represent a material amount of their total compensation.

<sup>(2)</sup> Includes any amounts that were voluntarily deferred under Phillips 66's Key Employee Deferred Compensation Plan.

- <sup>(3)</sup> Amounts shown represent the aggregate grant date fair value of awards determined in accordance with U.S. generally accepted accounting principles (GAAP) and reflect awards granted under Phillips 66's PSP and Phillips 66's Restricted Stock Program. These include awards that are expected to be finalized as late as 2018. The amounts shown for awards from the PSP relate to performance periods that began in 2014, 2015 and 2016 and that end in 2016, 2017 and 2018, respectively. Amounts shown relating to PSP are targets because target is the probable outcome for the applicable performance period, consistent with the accounting treatment under GAAP. If the maximum payout were used for the PSP awards the amounts shown relating to PSP would double, although the value of the actual payout would depend on the stock price at the time of the payout. If the minimum payout were used, the amounts for PSP awards would be reduced to zero. Actual payouts with regard to the targets set for the performance period that ended in 2016 were approved by the Compensation Committee at its February 2017 meeting. The fair market value on the date of payout was \$499,970. Earned payouts under the PSP 2014-2016 have been, and under the PSP 2015-2017 and PSP 2016-2018 are expected to be, made in cash at the end of the applicable performance period and will be forfeited if the NEO is terminated prior to the end of the performance period (other than for death or following disability or after a change in control). If the NEO retires after age 55 and with five years of service, the NEO is entitled to a prorated award for any ongoing program in which he or she participated for at least 12 months.
- <sup>(4)</sup> Amounts shown represent the aggregate grant date fair value of awards determined in accordance with GAAP and reflect awards granted under the Phillips 66 Stock Option Program.
- <sup>(5)</sup> These are amounts paid under Phillips 66's annual bonus program (VCIP), including bonus amounts that were voluntarily deferred under the Key Employee Deferred Compensation Plan. These amounts were paid in February following the performance year.
- <sup>(6)</sup> Reflects the actuarial increase in the present value of the benefits under Phillips 66's pension plans determined using interest rate and mortality rate assumptions consistent with those used in its financial statements. There are no deferred compensation earnings reported in this column, as the nonqualified deferred compensation plans do not provide above-market or preferential earnings.
- <sup>(7)</sup> Amounts shown represent company contributions under the Phillips 66 Matching Gift Program, Phillips 66's tax-qualified savings plan and non-qualified deferred compensation plan.

### Grants of Plan-Based Awards

The following table provides additional information about plan-based compensation disclosed in the Summary Compensation Table. The table includes both equity and non-equity awards only to Mr. Liberti because he is the only NEO for whom we reimburse Phillips 66 for his compensation.

Name	Grant Date (1)	Estimated Future Payouts Under Non-Equity Incentive Plan Awards (2)			Estimated Future Payouts Under Equity Incentive Plan Awards (3)			All Other Stock Awards: Number of Shares of Stock or Units (#)	All Other Option Awards: Number of Securities Underlying Options(#)	Exercise or Base Price of Option Awards(\$/sh)	Grant Date Fair Value of Stock and Option Awards (4) (\$)
		Threshold(\$)	Target(\$)	Maximum(\$)	Threshold(#)	Target (#)	Maximum(#)				
Mr. Liberti		—	177,068	442,670	—	—	—	—	—	—	—
	2/2/2016	—	—	—	—	—	—	1,843	—	—	144,897
	2/2/2016	—	—	—	—	3,902	7,804	—	—	—	306,775
	2/2/2016	—	—	—	—	—	—	—	8,200	78.62	138,498

- <sup>(1)</sup> The grant date shown is the date on which the Compensation Committee approved the target awards.
- <sup>(2)</sup> Threshold and maximum awards are based on the provisions in the VCIP. Actual awards earned can range from 0 to 200 percent of the target awards, with a further possible adjustment of +/- 50 percent of the target award depending on individual performance. The Compensation Committee retains the authority to make awards under the program and to use its judgment in adjusting awards, including making awards greater than the amounts shown in the table above, provided the award does not exceed amounts permitted under the 2013 Omnibus Stock and Performance Incentive Plan of Phillips 66. Actual payouts under the annual bonus program for 2016 are calculated using base salary earned in 2016 and reflected in the "Non-Equity Incentive Compensation Plan" column of the "Summary Compensation Table".
- <sup>(3)</sup> Threshold and maximum awards are based on the provisions of the PSP. Actual awards earned can range from 0 to 200 percent of the target awards. Performance periods under the PSP cover a three-year period, and since a new three-year period commences each year, there could be three overlapping performance periods ongoing at any time. In 2016, targets were set for Mr. Liberti with respect to an award for the three-year performance period beginning in 2016 and ending in 2018. The Compensation Committee retains the authority to make awards under the PSP using its judgment, including making awards greater than the maximum payout shown in the table above, provided the award does not exceed amounts permitted under the 2013 Omnibus Stock and Performance Incentive Plan of Phillips 66.
- <sup>(4)</sup> For equity incentive plan awards, these amounts represent the grant date fair value at target level under the PSP as determined pursuant to GAAP. For Stock Option awards, these amounts represent the grant date fair value of the option awards using a Black-Scholes-Merton-based methodology. Actual value realized upon option exercise depends on market prices at the time of exercise. For other stock awards, these amounts represent the grant date fair value of the restricted stock unit awards determined pursuant to GAAP.

### Outstanding Equity Awards at Fiscal Year End

We have not granted, and none of our NEOs have received any grants of, equity or equity-based awards in us and no such awards were outstanding as of December 31, 2016. We may make grants of equity and equity-based awards in us to our NEOs and other key employees under the ICP. See “Our Incentive Compensation Plan” for additional information.

Our NEOs have received and may continue to receive equity or equity-based awards in Phillips 66 under Phillips 66’s equity compensation programs. The following provides additional information about only Mr. Liberti’s outstanding equity awards in Phillips 66 as of December 31, 2016, because he is the only NEO for whom we reimburse Phillips 66 for his compensation.

Name	Grant Date <sup>(1)</sup>	Option Awards <sup>(2)</sup>				Stock Awards			
		Number of Securities Underlying Unexercised Options Exercisable <sup>(3)</sup> (#)	Number of Securities Underlying Unexercised Options (#)	Option Exercise Price(\$)	Option Expiration Date	Number of Shares or Units of Stock That Have Not Vested <sup>(4)</sup> (#)	Market Value of Shares or Units of Stock That Have Not Vested(\$)	Equity Incentive Plan Awards: Number of Unearned Shares, Units or Other Rights That Have Not Vested <sup>(5)</sup> (#)	Equity Incentive Plan Awards: Market or Payout Value of Unearned Shares, Units or Other Rights That Have Not Vested(\$)
Mr. Liberti	2/9/2012	21,749	—	32.030	2/9/2022				
	2/7/2013	5,000	—	62.170	2/7/2023				
	2/6/2014	4,266	2,134	72.255	2/6/2024				
	2/3/2015	2,233	4,467	74.135	2/3/2025				
	2/2/2016	—	8,200	78.620	2/2/2026				
						41,644	3,598,458	16,516	1,427,148

<sup>(1)</sup> The dates presented in this column represent the respective dates on which the awards were granted by ConocoPhillips for grants prior to the spin-off from ConocoPhillips, and by Phillips 66 for all other awards. The awards granted prior to the spin-off were converted to Phillips 66 equity awards in connection with the spin-off and in accordance with the Employee Matters Agreement and remain subject to the same general terms and conditions.

<sup>(2)</sup> All options shown in the table have a maximum term for exercise of ten years from the grant date. Under certain circumstances, the terms for exercise may be shorter, and in certain circumstances, the options may be forfeited and canceled. All awards shown in the table have associated restrictions upon transferability.

<sup>(3)</sup> The options shown in this column vested and became exercisable in 2016 or prior years (although under certain termination circumstances, the options may still be forfeited). Options become exercisable in one-third increments on the first, second and third anniversaries of the grant date.

<sup>(4)</sup> These amounts include unvested restricted stock and restricted stock units awarded under the PSP for performance periods ending prior to December 31, 2014 and awarded as annual awards. All awards for performance periods ending on or before December 31, 2014, continue to have restrictions upon transferability. Restrictions on PSP awards for performance periods ending on or before December 31, 2010, lapse upon separation from service. Restrictions on PSP awards for later performance periods lapse five years from the grant date unless the NEO elected prior to the beginning of the performance period to defer lapsing of the restrictions until separation from service. Awards are subject to forfeiture if, prior to lapsing, the NEO separates from service for a reason other than death, disability, layoff, retirement after reaching age 55 with five years of service, or after a change of control, although the Compensation Committee has the authority to waive forfeiture. The awards have no voting rights, but do entitle the holder to receive dividend equivalents in cash. The value of the awards reflects the closing price of our stock, as reported on the NYSE, on December 30, 2016 (\$86.41).

<sup>(5)</sup> Reflects potential awards from ongoing performance periods under the PSP for performance periods ending December 31, 2017, and December 31, 2018. These awards are shown at maximum levels; however, there is no assurance that awards will be granted at, below or above target after the end of the relevant performance periods, as the determination to make a grant and the amount of any grant is within the judgment of Phillips 66’s Compensation Committee. Until an actual grant is made, these unearned awards pay no dividend equivalents. The value of these unearned awards reflects the closing price of Phillips 66’s stock, as reported on the NYSE, on December 30, 2016 (\$86.41).

### Option Exercises and Stock Vested

The following table summarizes the value received from stock option exercises and stock grants vested during 2016 for Mr. Liberti only because he is the only NEO for whom we reimburse Phillips 66 for his compensation.

Name	Option Awards		Stock Awards <sup>(1)</sup>	
	Number of Shares Acquired on Exercise(#)	Value Realized on Exercise(\$)	Number of Shares Acquired on Vesting(#)	Value Realized on Vesting(\$)
Mr. Liberti	—	—	7,175	612,151

<sup>(1)</sup> Stock awards include restricted stock units that vested during the year, as well as the PSP 2014-2016 award that vested on December 31, 2016, and was paid out in cash in early 2017. The PSP awards for Mr. Liberti was 5,755 units valued at \$499,970.

### Pension Benefits

The following table lists the pension program participation and actuarial present value of only Mr. Liberti's defined benefit pension as of December 31, 2016, because he is the only NEO for whom we reimburse Phillips 66 for his compensation.

Name	Plan Name	Number of Years Credited Service <sup>(1)</sup> (#)	Present Value of Accumulated Benefit <sup>(2)</sup> (\$)	Payments During Last Fiscal Year(\$)
Mr. Liberti	Phillips 66 Retirement Plan—Title 1	16	867,956	—
	Phillips 66 Key Employee Supplemental Retirement Plan <sup>(3)</sup>	—	1,315,825	—
	Phillips 66 Supplemental Executive Retirement Plan	—	1,444,744	—

<sup>(1)</sup> Years of credited service include service recognized under the predecessor ConocoPhillips plans from which these plans were spun off effective May 1, 2012.

<sup>(2)</sup> Because Mr. Liberti is already retirement eligible, the amounts shown represent his actual benefit.

<sup>(3)</sup> The Phillips 66 Key Employee Supplemental Retirement Plan restores Company-sponsored benefits capped under the qualified defined benefit pension plan to Internal Revenue Code limits. All employees, including Mr. Liberti, are eligible to participate in the plan.

### Nonqualified Deferred Compensation

The following table provides information on nonqualified deferred compensation of only Mr. Liberti's defined benefit pension as of December 31, 2016, because he is the only NEO for whom we reimburse Phillips 66 for his compensation.

Name	Executive Contribution in Last Fiscal Year(\$)	Registrant Contribution in Last Fiscal Year <sup>(2)</sup> (\$)	Aggregate Earnings in Last Fiscal Year <sup>(3)</sup> (\$)	Aggregate Withdrawals/Distributions(\$)	Aggregate Balance at Last Fiscal Year-End <sup>(4)</sup> (\$)
Mr. Liberti <sup>(1)</sup>	—	6,240	2,773	—	43,939

<sup>(1)</sup> Mr. Liberti participates in the Phillips 66 Defined Contribution Make-Up Plan (DCMP). As of December 31, 2016, participants in this plan had 92 investment options. 27 of the options were the same as those available in our 401(k) plan and the remaining options were other mutual funds approved by the plan administrator.

<sup>(2)</sup> These amounts represent Phillips 66's contributions under the DCMP. These amounts are also included in the "All Other Compensation" column of the "Summary Compensation Table".

<sup>(3)</sup> These amounts represent earnings on plan balances from January 1 to December 31, 2016. These amounts are not included in the "Summary Compensation Table".

<sup>(4)</sup> The total reflects contributions by Mr. Liberti, contributions by us, and earnings on balances prior to 2016; plus contributions by Mr. Liberti and earnings from January 1, 2016, through December 31, 2016 (shown in the appropriate columns of this table, with amounts that are included in the "Summary Compensation Table" shown in footnote 2 above).

### Potential Payments upon Termination or Change-in-Control

Executive Benefits and Payments Upon Termination	Involuntary Not-for-Cause Termination (Not CIC)(\$)	Involuntary or Good Reason for Termination (CIC) (\$)	Death(\$)	Disability(\$)
Base salary	534,636	712,848	—	—
Short-term incentive	267,318	585,535	—	—
2014-2016 (performance period)	—	—	—	—
2015-2017 (performance period)	—	—	—	—
2016-2018 (performance period)	—	—	—	—
Restricted stock/units from prior performance and inducement	—	—	—	—
Stock options/stock appreciation rights (unvested and accelerated)	—	—	—	—
Incremental pension	311,973	415,965	—	—
Post-employment health and welfare	30,659	40,878	—	—
Life insurance	—	—	356,424	—
	1,144,586	1,755,226	356,424	—

### Compensation of Our Directors

The officers or employees of our General Partner or of Phillips 66 who also serve as directors of our General Partner do not receive additional compensation for their service as a director of our General Partner. Directors of our General Partner who are not officers or employees of our General Partner or of Phillips 66, or independent directors, receive compensation as described below. In addition, independent directors are reimbursed for out-of-pocket expenses in connection with attending meetings of the Board of Directors or its committees. Each director will be indemnified for his actions associated with being a director to the fullest extent permitted under Delaware law.

Each of our General Partner's independent directors receives an annual compensation package, which consists of \$70,000 in annual cash compensation and \$80,000 in annual equity based compensation. In addition, the chairman of the Audit Committee and the chairman of the Conflicts Committee each receives an additional \$15,000 in annual cash compensation and each member of the Conflicts Committee other than the Chairman receives a cash retainer of \$10,000. Our Board of Directors periodically benchmarks our independent director compensation with a group of peer partnerships.

The equity portion of the independent directors' compensation consists of phantom units granted under the ICP, which are subject to a three-year restriction period. The phantom units are expected to be granted in tandem with distribution equivalent rights and will be settled upon the expiration of the three-year restriction period. No deferral elections are expected to be permitted with respect to the equity-based portion of the annual compensation package. The cash portion of the annual compensation package is paid monthly, unless a timely election is made by the independent director to defer payment.

### Non-Employee Director Compensation Table

The following table summarizes the compensation for our non-employee directors for 2016.

Name	Fees Earned or Paid in Cash <sup>(1)</sup> (\$)	Unit Awards <sup>(2)</sup> (\$)	Option Awards (\$)	Non-Equity Incentive Plan Compensation (\$)	Change in Pension Value and Nonqualified Deferred Compensation Earnings (\$)	All Other Compensation <sup>(3)</sup> (\$)	Total (\$)
Gary K. Adams <sup>(4)</sup>	52,325	80,028	—	—	—	1,534	133,887
P.D. (David) Bairrington	30,968	30,793	—	—	—	—	61,761
Mark A. Haney	81,922	80,028	—	—	—	423	162,373
Joseph W. O'Toole	85,000	80,028	—	—	—	1,732	166,760

<sup>(1)</sup> Reflects 2016 base cash compensation of \$70,000 payable to each non-employee director and the applicable committee retainers. In 2016, non-employee directors serving in specified committee positions also received the additional cash compensation described above. Compensation amounts reflect adjustments related to various changes in committee assignments by board members through the year, if any. Amounts shown in the "Fees Earned or Paid in Cash" column include any amounts that were voluntarily deferred. No directors elected to defer their cash compensation in 2016. Mr. Adam's cash compensation was pro rated, reflecting that he left the Board in August 2016. Mr. Bairrington's cash compensation was pro rated reflecting that he joined the Board in August 2016.

<sup>(2)</sup> Amounts represent the grant date fair value of unit awards. In 2016, non-employee directors received a grant of phantom units valued at \$80,000 on the date of grant based on the average of the high and low prices for Phillips 66 Partners LP units on the grant date. These grants are made in whole units with fractional units rounded up, resulting in units with a value of \$80,028 being granted on January 15, 2016. Mr. Bairrington's grant is pro rated, reflecting that he joined the Board in August 2016.

<sup>(3)</sup> Represents fees for ground transportation associated with Board meetings.

<sup>(4)</sup> Mr. Adams resigned from the Board in August 2016.

**Item 12. SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT AND RELATED STOCKHOLDER MATTERS**

**Equity Compensation Plan Information**

The following table sets forth information about Phillips 66 Partners LP common units that may be issued under all existing equity compensation plans as of December 31, 2016.

Plan Category	Number of Securities to be Issued Upon Exercise of Outstanding Options, Warrants and Rights <sup>(1)</sup>		Weighted-Average Exercise Price of Outstanding Options, Warrants and Rights <sup>(3)</sup>	Number of Securities Remaining Available for Future Issuance Under Equity Compensation Plans (Excluding Securities Reflected in Column (a))
	(a)	(b)	(c)	
Equity compensation plans approved by security holders	11,384 <sup>(2)</sup>	\$ —	2,486,445	
Equity compensation plans not approved by security holders	—	—	—	
<b>Total</b>	<b>11,384</b>	<b>\$ —</b>	<b>2,486,445</b>	

<sup>(1)</sup> Includes awards issued under the ICP.

<sup>(2)</sup> Includes 11,384 phantom units issued to non-employee directors that will be settled in cash upon lapsing of restrictions; however, the Partnership reserves the right to settle the phantom units with common units representing limited partner interests.

<sup>(3)</sup> There were no options outstanding under the ICP as of December 31, 2016.

The following table sets forth information regarding persons who we know to be the beneficial owners of more than five percent of our issued and outstanding common units as of February 17, 2017.

Name and Address	Common Units Beneficially Owned	Percentage of Common Units Beneficially Owned
Phillips 66 Project Development Inc. <sup>(1)</sup> 2331 CityWest Blvd. Houston, TX 77042	64,047,024	59.8%
Tortoise Capital Advisors, L.L.C. <sup>(2)</sup> 11550 Ash Street Suite 300 Leawood, KS 66211	8,097,527	7.6%

<sup>(1)</sup> Phillips 66 is the parent company of Phillips 66 Company, which is the parent company of Phillips 66 Project Development Inc., the sole owner of the member interests of our General Partner. Phillips 66 Project Development Inc. is the owner of 64,047,024 common units. Phillips 66 and Phillips 66 Company may, therefore, be deemed to beneficially own the units held by Phillips 66 Project Development Inc.

<sup>(2)</sup> Based solely on an amendment to Schedule 13G filed with the SEC on February 14, 2017, by Tortoise Capital Advisors, L.L.C.

The following table sets forth the beneficial ownership of common units of Phillips 66 Partners LP held by each director and NEO of Phillips 66 Partners GP LLC, our General Partner, and by all directors and executive officers of our General Partner as a group as of February 17, 2017.

Name of Beneficial Owner *	Common Units Beneficially Owned	Percentage of Common Units Beneficially Owned
<b>NEOs and Directors</b>		
Greg C. Garland	35,000	**
Kevin J. Mitchell	—	**
J.T. (Tom) Liberti	37,496	**
Tim G. Taylor	55,000	**
Robert A. Herman	25,000	**
Timothy D. Roberts	—	**
Chukwuemeka A. Oyolu	5,000	**
Joseph W. O'Toole	25,000	**
Mark A. Haney	28,000	**
P.D. (David) Bairrington	—	**
<b>All Directors and Executive Officers as a Group (10 Persons)</b>	<b>210,496</b>	<b>**</b>

\*Unless otherwise indicated, the address for all beneficial owners in this table is 2331 CityWest Blvd., Houston, Texas 77042.

\*\*The beneficial ownership does not exceed one percent of the common units outstanding.

The following table sets forth the number of shares of Phillips 66 common stock beneficially owned as of February 17, 2017, except as otherwise noted, by each director, director nominee and named executive officer of our General Partner and by all directors and executive officers of our General Partner as a group.

Name of Beneficial Owner	Total Common Stock Beneficially Owned	Restricted/Deferred Stock Units <sup>(1)</sup>	Options Exercisable Within 60 Days <sup>(2)</sup>	Percentage of Total Outstanding
<b>NEOs and Directors</b>				
Greg C. Garland	126,963	610,837	481,794	**
Kevin J. Mitchell	5,972	62,688	16,866	**
J.T. (Tom) Liberti	7,611	41,644	32,978	**
Tim G. Taylor	48,709	166,028	117,299	**
Robert A. Herman	16,219	79,794	96,399	**
Timothy D. Roberts	—	6,040	—	**
Chukwuemeka A. Oyolu	1,880	25,887	10,833	**
Joseph W. O'Toole	—	—	—	—
Mark A. Haney	—	—	—	—
P.D. (David) Bairrington	—	—	—	—
<b>All Directors and Executive Officers as a Group (10 Persons)</b>	<b>207,354</b>	<b>992,918</b>	<b>756,169</b>	<b>**</b>

<sup>(1)</sup> Includes restricted or deferred stock units that may be voted or sold only upon passage of time.

<sup>(2)</sup> Includes beneficial ownership of shares of common stock that may be acquired within 60 days of February 17, 2017, through stock options awarded under compensation plans.

\*\* The beneficial ownership does not exceed one percent of the common stock outstanding.

### Item 13. CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS, AND DIRECTOR INDEPENDENCE

At December 31, 2016, our General Partner, Phillips 66 Partners GP LLC, and its affiliates owned 64,047,024 common units, representing a 58.6 percent limited partner interest in us. In addition, our General Partner owned 2,187,386 general partner units representing a 2.0 percent general partner interest in us.

#### Distributions and Payments to Our General Partner and Its Affiliates

The following table summarizes the distributions and payments to be made by us to our General Partner and its affiliates in connection with the ongoing operations and liquidation of Phillips 66 Partners LP. These distributions and payments were determined by and among affiliated entities and, consequently, are not the result of arm's-length negotiations.

#### Operational Stage

Distributions of available cash to our General Partner and its affiliates	We generally make cash distributions of 98 percent to the unitholders pro rata, including Phillips 66 Project Development Inc., as a holder of 64,047,024 common units, and 2 percent to our General Partner, assuming it makes any capital contributions necessary to maintain its 2 percent general partner interest in us. In addition, if distributions exceed the minimum quarterly distribution and target distribution levels, the incentive distribution rights held by our General Partner will entitle our General Partner to increasing percentages of the distributions, up to 48 percent of the distributions above the highest target distribution level.
Payments to our General Partner and its affiliates	<p>Under our partnership agreement, we are required to reimburse our General Partner and its affiliates for all costs and expenses that they incur on our behalf for managing and controlling our business and operations. Except to the extent specified under our amended omnibus agreement, amended operational services agreement and tax sharing agreement, our General Partner determines the amount of these expenses and such determinations must be made in good faith under the terms of our partnership agreement. Under our amended omnibus agreement, we reimburse Phillips 66 for expenses incurred by Phillips 66 and its affiliates in providing certain operational support and general and administrative services to us, including the provision of executive management services by certain officers of our General Partner. The expenses of other employees are allocated to us based on the amount of time actually spent by those employees on our business. These reimbursable expenses also include an allocable portion of the compensation and benefits of employees and executive officers of other affiliates of our General Partner who provide services to us. We also reimburse Phillips 66 for any additional out-of-pocket costs and expenses incurred by Phillips 66 and its affiliates in providing general and administrative services to us. The costs and expenses for which we are required to reimburse our General Partner and its affiliates are not subject to any caps or other limits.</p> <p>Under our amended operational services agreement, we pay Phillips 66 for any direct costs actually incurred by Phillips 66 in providing our pipelines, terminals and storage facilities with certain maintenance, operational, administrative and construction services.</p> <p>Under our tax sharing agreement, we reimburse Phillips 66 for our share of state and local income and other taxes incurred by Phillips 66 as a result of our results of operations being included in a combined or consolidated tax return filed by Phillips 66 with respect to taxable periods on or after the completion of the initial public offering (the Offering).</p>
Withdrawal or removal of our General Partner	If our General Partner withdraws or is removed, its general partner interest and its incentive distribution rights will either be sold to the new general partner for cash or converted into common units, in each case for an amount equal to the fair market value of those interests.

#### Liquidation Stage

Liquidation	Upon our liquidation, the partners, including our General Partner, will be entitled to receive liquidating distributions according to their respective capital account balances.
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**Transactions and Commercial and Other Agreements with Phillips 66 and Related Parties**

See “2016 Developments” in Items 1 and 2. Business and Properties, for a description of our transactions and related agreements with Phillips 66 in 2016. See the “Commercial Agreements,” “Amended Operational Services Agreement,” “Amended Omnibus Agreement” and “Tax Sharing Agreement” sections of Note 20—Related Party Transactions, in the Notes to Consolidated Financial Statements, for summaries of the terms of these and other agreements with Phillips 66.

**Procedures for Review, Approval and Ratification of Related Person Transactions**

The Board of Directors of our General Partner adopted a related person transactions policy that provides that the Board of Directors of our General Partner or its authorized committee will review on at least a quarterly basis all related person transactions that are required to be disclosed under the SEC rules and, when appropriate, initially authorize or ratify all such transactions. In the event that the Board of Directors of our General Partner or its authorized committee considers ratification of a related person transaction and determines not to so ratify, the code of business conduct and ethics provides that our management will make all reasonable efforts to cancel or annul the transaction.

The related person transactions policy provides that, in determining whether or not to recommend the initial approval or ratification of a related person transaction, the Board of Directors of our General Partner or its authorized committee should consider all of the relevant facts and circumstances available, including (if applicable) but not limited to: (1) whether there is an appropriate business justification for the transaction; (2) the benefits that accrue to us as a result of the transaction; (3) the terms available to unrelated third parties entering into similar transactions; (4) the impact of the transaction on a director’s independence (in the event the related person is a director, an immediate family member of a director or an entity in which a director or an immediate family member of a director is a partner, shareholder, member or executive officer); (5) the availability of other sources for comparable products or services; (6) whether it is a single transaction or a series of ongoing, related transactions; and (7) whether entering into the transaction would be consistent with the code of business conduct and ethics.

**Director Independence**

See Item 10. Directors, Executive Officers and Corporate Governance, for information on director independence required by Item 407(a) of Regulation S-K.

**Item 14. PRINCIPAL ACCOUNTING FEES AND SERVICES**

The following table presents fees for the years ended December 31, 2016 and 2015, for professional services performed by our independent registered public accounting firm, Ernst & Young LLP (EY).

Fees	Millions of Dollars	
	2016	2015
Audit fees (1)	\$ 3.3	1.3
Audit-related fees	—	—
Tax fees	—	—
All other fees	—	—
<b>Total</b>	<b>\$ 3.3</b>	<b>1.3</b>

<sup>(1)</sup> Fees for audit services related to the fiscal year consolidated audit, quarterly reviews and registration statements.

The Audit Committee has adopted a pre-approval policy that provides guidelines for the audit, audit-related, tax and other non-audit services that may be provided by EY to the Partnership. All of the fees in the table above were approved in accordance with this policy. The policy (a) identifies the guiding principles that must be considered by the Audit Committee in approving services to ensure that EY's independence is not impaired; (b) describes the audit, audit-related, tax and other services that may be provided and the non-audit services that are prohibited; and (c) sets forth pre-approval requirements for all permitted services. Under the policy, all services to be provided by EY must be pre-approved by the Audit Committee. The Audit Committee has delegated authority to approve permitted services to the Audit Committee's Chair. Such approval must be reported to the entire Audit Committee at the next scheduled Audit Committee meeting.

**PART IV**

**Item 15. EXHIBITS, FINANCIAL STATEMENT SCHEDULES**

- (a) 1. Financial Statements and Supplementary Data  
The financial statements and supplementary information listed in the Index to Financial Statements, which appears on page 63, are filed as part of this Annual Report.
2. Financial Statement Schedules  
Financial statement schedules are omitted because they are not required, not significant, not applicable or the information is shown in the financial statements or the notes to consolidated financial statements.
3. Exhibits  
The exhibits listed in the Index to Exhibits, which appears on pages 132 to 137, are filed as part of this Annual Report.

**PHILLIPS 66 PARTNERS LP**

**INDEX TO EXHIBITS**

Exhibit Number	Exhibit Description	Incorporated by Reference			
		Form	Exhibit Number	Filing Date	SEC File No.
3.1	Certificate of Limited Partnership of Phillips 66 Partners LP.	S-1	3.1	3/27/2013	333-187582
3.2	First Amended and Restated Agreement of Limited Partnership of Phillips 66 Partners LP dated as of July 26, 2013 between Phillips 66 Partners GP LLC and Phillips 66 Company.	8-K	3.1	7/26/2013	001-36011
3.3	Amendment No. 1 to First Amended and Restated Agreement of Limited Partnership of Phillips 66 Partners LP, dated March 1, 2016.	8-K	3.1	3/1/2016	001-36011
4.1	Indenture, dated as of February 23, 2015, between Phillips 66 Partners LP and The Bank of New York Mellon Trust Company, N.A., as trustee, in respect of senior debt securities of Phillips 66 Partners LP.	8-K	4.1	2/23/2015	001-36011
4.2	First Supplemental Indenture, dated as of February 23, 2015, between Phillips 66 Partners LP and The Bank of New York Mellon Trust Company, N.A., as trustee, in respect of the 2020 Notes.	8-K	4.2	2/23/2015	001-36011
4.3	Second Supplemental Indenture, dated as of February 23, 2015, between Phillips 66 Partners LP and The Bank of New York Mellon Trust Company, N.A., as trustee, in respect of the 2025 Notes.	8-K	4.3	2/23/2015	001-36011
4.4	Third Supplemental Indenture, dated as of February 23, 2015, between Phillips 66 Partners LP and The Bank of New York Mellon Trust Company, N.A., as trustee, in respect of the 2045 Notes.	8-K	4.4	2/23/2015	001-36011
4.5	Fourth Supplemental Indenture, dated as of October 14, 2016, between Phillips 66 Partners LP and The Bank of New York Mellon Trust Company, N.A., as trustee, in respect of the 2026 Notes.	8-K	4.2	10/17/2016	001-36011
4.6	Fifth Supplemental Indenture, dated as of October 14, 2016, between Phillips 66 Partners LP and The Bank of New York Mellon Trust Company, N.A., as trustee, in respect of the 2046 Notes.	8-K	4.3	10/17/2016	001-36011
4.7	Form of the 2020 Notes (included in Exhibit 4.2 as Exhibit A to the Appendix thereto).	8-K	4.5	2/23/2015	001-36011
4.8	Form of the 2025 Notes (included in Exhibit 4.3 as Exhibit A to the Appendix thereto).	8-K	4.6	2/23/2015	001-36011

Exhibit Number	Exhibit Description	Incorporated by Reference			
		Form	Exhibit Number	Filing Date	SEC File No.
4.9	Form of the 2045 Notes (included in Exhibit 4.4 as Exhibit A to the Appendix thereto).	8-K	4.7	2/23/2015	001-36011
4.10	Form of the 2026 Notes (included in Exhibit 4.2 as Exhibit A to the Appendix thereto).	8-K	4.4	10/17/2016	001-36011
4.11	Form of the 2046 Notes (included in Exhibit 4.3 as Exhibit A to the Appendix thereto).	8-K	4.5	10/17/2016	001-36011
10.1	Credit Agreement, dated as of June 7, 2013, among Phillips 66 Partners LP, Phillips 66 Partners Holdings LLC, JPMorgan Chase Bank, N.A., as administrative agent, The Royal Bank of Scotland PLC and DNB Bank ASA, New York Branch, as co-syndication agents, Mizuho Corporate Bank, Ltd., The Bank of Tokyo-Mitsubishi UFJ, Ltd. and PNC Bank, National Association, as co-documentation agents, and each of RBS Securities Inc., DNB Markets, Inc., Mizuho Corporate Bank, The Bank of Tokyo-Mitsubishi UFJ, Ltd. and PNC Capital Markets LLC, as joint lead arrangers and book runners, and the other commercial lending institutions parties thereto.	S-1/A	10.1	6/27/2013	333-187582
10.2	First Amendment to the Credit Agreement, dated November 21, 2014.	8-K	10.1	11/21/2014	001-36011
10.3	Second Amendment to Credit Agreement, dated October 3, 2016.	8-K	10.1	10/5/2016	001-36011
10.4	Contribution, Conveyance and Assumption Agreement dated as of July 26, 2013, by and among Phillips 66 Partners LP, Phillips 66 Partners GP LLC, Phillips 66 Partners Holdings LLC, 66 Pipeline LLC, Phillips 66 Company, Phillips Texas Pipeline Company, Ltd., Phillips 66 Carrier LLC, and Phillips 66 Pipeline LLC.	8-K	10.1	7/30/2013	001-36011
10.5	Contribution, Conveyance and Assumption Agreement, dated as of February 13, 2014, by and among Phillips 66 Partners LP, Phillips 66 Partners GP LLC and Phillips 66 Company.	8-K	2.1	2/13/2014	001-36011
10.6	Contribution, Conveyance and Assumption Agreement, dated as of October 22, 2014, by and among Phillips 66 Partners LP, Phillips 66 Partners GP LLC, Phillips 66 Company and Phillips 66 Pipeline LLC.	8-K	2.1	10/27/2014	001-36011
10.8	Contribution, Conveyance and Assumption Agreement, dated as of February 13, 2015, by and among Phillips 66 Company, Phillips 66 Partners GP LLC, Phillips 66 Pipeline LLC and Phillips 66 Partners LP.	8-K	2.1	2/17/2015	001-36011
10.8	Contribution, Conveyance and Assumption Agreement dated as of October 29, 2015, by and among Phillips 66 Partners LP, Phillips 66 Gulf Coast Pipeline LLC, Phillips 66 Project Development Inc., Phillips 66 Company, and Phillips 66 Partners GP LLC.	10-K	10.7	2/12/2016	001-36011

Exhibit Number	Exhibit Description	Incorporated by Reference			
		Form	Exhibit Number	Filing Date	SEC File No.
10.9	Contribution, Conveyance and Assumption Agreement, dated as of February 17, 2016, by and among Phillips 66 Partners LP, Phillips 66 Partners GP LLC, Phillips 66 Company and Phillips 66 Project Development Inc.	8-K	2.1	2/18/2016	001-36011
10.10	Contribution, Conveyance and Assumption Agreement, dated as of May 4, 2016, by and among Phillips 66 Partners LP, Phillips 66 Partners GP LLC, Phillips 66 Company and Phillips 66 Project Development Inc.	8-K	2.1	5/4/2016	001-36011
10.11	Contribution, Conveyance and Assumption Agreement, dated as of October 11, 2016, by and among Phillips 66 Partners LP, Phillips 66 Partners GP LLC, Phillips 66 Company and Phillips 66 Project Development Inc.	8-K	2.1	10/11/2016	001-36011
10.12	Formation and Contribution Agreement with Paradigm Energy Partners, LLC, dated as of November 21, 2014.	10-K	10.6	2/13/2015	001-36011
10.13	Omnibus Agreement dated as of July 26, 2013, by and among Phillips 66 Company, Phillips 66 Pipeline LLC, Phillips 66 Partners LP, Phillips 66 Partners Holdings LLC, Phillips 66 Carrier LLC, and Phillips 66 Partners GP LLC.	8-K	10.2	7/30/2013	001-36011
10.14	First Amendment to the Omnibus Agreement, dated as of February 28, 2014, by and among Phillips 66 Company, on behalf of itself and the other Phillips 66 Entities (as defined in the Omnibus Agreement), Phillips 66 Pipeline LLC, Phillips 66 Partners LP, Phillips 66 Partners Holdings LLC, Phillips 66 Carrier LLC and Phillips 66 Partners GP LLC.	8-K	10.1	3/3/2014	001-36011
10.15	Second Amendment to the Omnibus Agreement, dated as of December 1, 2014, by and among Phillips 66 Company, on behalf of itself and the other Phillips 66 Entities (as defined in the Omnibus Agreement), Phillips 66 Pipeline LLC, Phillips 66 Partners LP, Phillips 66 Partners Holdings LLC, Phillips 66 Carrier LLC and Phillips 66 Partners GP LLC.	8-K	10.1	12/2/2014	001-36011
10.16	Third Amendment to the Omnibus Agreement, dated as of March 2, 2015, by and among Phillips 66 Company, on behalf of itself and the other Phillips 66 Entities (as defined in the Omnibus Agreement), Phillips 66 Pipeline LLC, Phillips 66 Partners LP, Phillips 66 Partners Holdings LLC, Phillips 66 Carrier LLC and Phillips 66 Partners GP LLC.	8-K	10.1	3/2/2015	001-36011
10.17	Fourth Amendment to the Omnibus Agreement, dated as of March 1, 2016, by and among Phillips 66 Company, on behalf of itself and the other Phillips 66 Entities (as defined in the Omnibus Agreement), Phillips 66 Pipeline LLC, Phillips 66 Partners LP, Phillips 66 Partners Holdings LLC, Phillips 66 Carrier LLC and Phillips 66 Partners GP LLC.	8-K	10.1	3/1/2016	001-36011

Exhibit Number	Exhibit Description	Incorporated by Reference			
		Form	Exhibit Number	Filing Date	SEC File No.
10.18	Fifth Amendment to the Omnibus Agreement, dated as of October 14, 2016, by and among Phillips 66 Partners LP, Phillips 66 Partners GP LLC, Phillips 66 Company, Phillips 66 Pipeline LLC, Phillips 66 Partners Holdings LLC, and Phillips 66 Carrier LLC.	8-K	10.1	10/17/2016	001-36011
10.19*	Sixth Amendment to the Omnibus Agreement, dated as of January 5, 2017, by and among Phillips 66 Partners LP, Phillips 66 Partners GP LLC, Phillips 66 Company, Phillips 66 Pipeline LLC, Phillips 66 Partners Holdings LLC, and Phillips 66 Carrier LLC.				
10.20	Operational Services Agreement dated as of July 26, 2013, by and among Phillips 66 Partners Holdings LLC, Phillips 66 Carrier LLC, and Phillips 66 Pipeline LLC.	8-K	10.3	7/30/2013	001-36011
10.21	First Amendment to the Operational Services Agreement, dated as of February 28, 2014, by and between Phillips 66 Carrier LLC, Phillips 66 Partners Holdings LLC, and Phillips 66 Pipeline.	8-K	10.2	3/3/2014	001-36011
10.22	Second Amendment to the Operational Services Agreement, dated as of December 1, 2014, by and among Phillips 66 Carrier LLC, Phillips 66 Partners Holdings LLC, and Phillips 66 Pipeline LLC.	8-K	10.2	12/2/2014	001-36011
10.23	Third Amendment to the Operational Services Agreement, dated as of March 1, 2016, by and among Phillips 66 Carrier LLC, Phillips 66 Partners Holdings LLC, and Phillips 66 Pipeline LLC.	8-K	10.2	3/1/2016	001-36011
10.24	Fourth Amendment to the Operational Services Agreement, dated as of May 10, 2016, by and among Phillips 66 Partners Carrier LLC, Phillips 66 Partners Holdings LLC, and Phillips 66 Pipeline LLC.	8-K	10.1	5/10/2016	001-36011
10.25	Fifth Amendment to the Operational Services Agreement, dated as of October 14, 2016, by and among Phillips 66 Carrier LLC, Phillips 66 Partners Holdings LLC, and Phillips 66 Pipeline LLC.	8-K	10.2	10/17/2016	001-36011
10.26	Tax Sharing Agreement dated as of July 26, 2013, between Phillips 66 and Phillips 66 Partners LP.	8-K	10.9	7/30/2013	001-36011
10.27	Natural Gas Liquids Storage Agreement (Clemens Facility), dated March 1, 2016, by and between Phillips 66 Sweeny Frac LLC and Phillips 66 Company.	8-K	10.4	3/1/2016	001-36011
10.28	Fractionation Agreement, dated March 1, 2016, by and between Phillips 66 Sweeny Frac LLC and Phillips 66 Company.	8-K	10.3	3/1/2016	001-36011

Exhibit Number	Exhibit Description	Incorporated by Reference			
		Form	Exhibit Number	Filing Date	SEC File No.
10.29	Second Amended and Restated Limited Liability Company Agreement of DCP Sand Hills Pipeline, LLC by and among DCP Midstream, LP, Spectra Energy Sand Hills Holding, LLC and Phillips 66 Sand Hills LLC dated as of September 3, 2013.	10-Q	10.3	5/1/2015	001-36011
10.30	First Amendment to the Second Amended and Restated Limited Liability Company Agreement of DCP Sand Hills Pipeline, LLC.	10-Q	10.4	5/1/2015	001-36011
10.31	Second Amended and Restated Limited Liability Company Agreement of DCP Southern Hills Pipeline, LLC by and among DCP LP Holdings, LLC, Spectra Energy Southern Hills Holding, LLC and Phillips 66 Southern Hills LLC dated as of September 3, 2013.	10-Q	10.5	5/1/2015	001-36011
10.32	First Amendment to the Second Amended and Restated Limited Liability Company Agreement of DCP Southern Hills Pipeline, LLC.	10-Q	10.6	5/1/2015	001-36011
10.33	Amended and Restated Limited Liability Company Agreement of Bayou Bridge Pipeline, LLC, dated July 9, 2015.	10-K	13.37	2/12/2016	001-36011
10.34	Addendum Agreement dated December 1, 2015, by and between Phillips 66 Partners Holdings LLC and Bayou Bridge Pipeline, LLC.	10-K	13.38	2/12/2016	001-36011
10.35	Equity Distribution Agreement, dated as of June 6, 2016, by and among Phillips 66 Partners LP, Phillips 66 Partners GP LLC, and RBC Capital Markets, LLC, Merrill Lynch, Pierce, Fenner & Smith Incorporated, Barclays Capital Inc., Citigroup Global Markets Inc., Credit Suisse Securities (USA) LLC, Deutsche Bank Securities Inc., Mizuho Securities USA Inc. and Morgan Stanley & Co. LLC	8-K	1.1	6/6/2016	001-36011
10.36**	Phillips 66 Partners LP 2013 Incentive Compensation Plan.	8-K	10.1	7/26/2013	001-36011
10.37**	Phillips 66 Partners GP LLC Deferred Compensation Plan for Non-Employee Directors.	10-Q	10.12	8/20/2013	001-36011
10.38**	Form of Phantom Unit Award Agreement for Non-Employee Directors under the Phillips 66 Partners LP 2013 Incentive Compensation Plan.	10-Q	10.13	8/20/2013	001-36011
12*	Computation of Ratio of Earnings to Fixed Charges.				
21*	List of Subsidiaries of Phillips 66 Partners LP.				
23.1*	Consent of Ernst & Young LLP, independent registered public accounting firm.				

Exhibit Number	Exhibit Description	Incorporated by Reference			
		Form	Exhibit Number	Filing Date	SEC File No.
23.2*	Consents of Deloitte & Touche LLP, independent registered accounting firm.				
31.1*	Certification of Chief Executive Officer pursuant to Rule 13a-14(a) under the Securities Exchange Act of 1934.				
31.2*	Certification of Chief Financial Officer pursuant to Rule 13a-14(a) under the Securities Exchange Act of 1934.				
32*	Certifications pursuant to 18 U.S.C. Section 1350.				
101.INS*	XBRL Instance Document.				
101.SCH*	XBRL Schema Document.				
101.CAL*	XBRL Calculation Linkbase Document.				
101.LAB*	XBRL Labels Linkbase Document.				
101.PRE*	XBRL Presentation Linkbase Document.				
101.DEF*	XBRL Definition Linkbase Document.				

\* Filed herewith.

\*\* Compensatory plan or arrangement.

**SIGNATURES**

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

**PHILLIPS 66 PARTNERS LP**

By: Phillips 66 Partners GP LLC, its general partner

February 17, 2017

/s/ Greg C. Garland

*Greg C. Garland*

Chairman of the Board of Directors  
and Chief Executive Officer

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed, as of February 17, 2017, by the following persons on behalf of the registrant and in the capacities indicated.

**Signature**

**Title**

/s/ Greg C. Garland

*Greg C. Garland*

Chairman of the Board of Directors  
and Chief Executive Officer  
(Principal executive officer)  
Phillips 66 Partners GP LLC

/s/ Kevin J. Mitchell

*Kevin J. Mitchell*

Vice President  
and Chief Financial Officer and Director  
(Principal financial officer)  
Phillips 66 Partners GP LLC

/s/ Chukwuemeka A. Oyolu

*Chukwuemeka A. Oyolu*

Vice President and Controller  
(Principal accounting officer)  
Phillips 66 Partners GP LLC

/s/ P.D. (David) Bairrington

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*P.D. (David) Bairrington*

Director  
Phillips 66 Partners GP LLC

/s/ Mark A. Haney

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*Mark A. Haney*

Director  
Phillips 66 Partners GP LLC

/s/ Robert A. Herman

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*Robert A. Herman*

Director  
Phillips 66 Partners GP LLC

/s/ Joseph W. O'Toole

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*Joseph W. O'Toole*

Director  
Phillips 66 Partners GP LLC

/s/ Timothy D. Roberts

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*Timothy D. Roberts*

Director  
Phillips 66 Partners GP LLC

/s/ Tim G. Taylor

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*Tim G. Taylor*

Director  
Phillips 66 Partners GP LLC

**SIXTH AMENDMENT TO THE  
OMNIBUS AGREEMENT**

This Sixth Amendment (this “Sixth Amendment”) to the Omnibus Agreement (as amended, the “Omnibus Agreement”) by and among Phillips 66 Company (“Company”), on behalf of itself and the other Phillips 66 Entities (as defined in the Omnibus Agreement), Phillips 66 Pipeline LLC (“Pipeline”), Phillips 66 Partners LP (the “Partnership”), Phillips 66 Partners Holdings LLC (“Holdings”), Phillips 66 Carrier LLC (“Carrier”) and Philips 66 Partners GP LLC (the “General Partner”) is dated as of the 11th day of January, 2017.

**WHEREAS**, the Parties entered into the First Amendment, Second Amendment, Third Amendment, Fourth Amendment, and Fifth Amendment to the Omnibus Agreement effective as of March 1, 2014, December 1, 2014, March 1, 2015, March 1, 2016, and October 14, 2016, respectively; and

**WHEREAS**, the Parties seek to amend the Omnibus Agreement to include certain assets acquired by the Partnership on November 17, 2016.

**NOW THEREFORE**, for and in consideration of the forgoing, the mutual covenants, terms and conditions of the Agreement, as amended by this Sixth Amendment, and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the Parties agree as follows:

1. Unless otherwise noted, the capitalized terms used herein shall have the definitions set forth in the Omnibus Agreement.
2. Section 4.01(a) of the Omnibus Agreement is hereby amended and restated in its entirety as follows:

“(a) Company agrees to provide, and agrees to cause its Affiliates to provide, on behalf of the General Partner and for the Partnership Group’s benefit, the Services (such Services to be provided, to the extent applicable, in connection with the Assets and any other assets acquired or developed by the Partnership Group from time to time). As consideration for the Services, the Partnership will pay Company an operational and administrative support fee of \$7,218,667.67 per Month (as adjusted pursuant to Section 4.01(b) and (c), the “Operational and Administrative Support Fee”), payable without discount no later than the 21st Day of the Month in which Services are rendered, provided that if such Day is not a Business Day, then the Partnership shall pay such amount without interest on the next Business Day. If the Effective Date is any day other than the first day of a Month, or if this Agreement is terminated on any day other than the last day of a Month, then the Operational and Administrative Support Fee for the relevant Month shall be prorated based on the ratio of the number of days in the relevant partial Month to the number of days in the relevant full Month.”

3. This Sixth Amendment shall be effective as of November 17, 2016.
4. Except as expressly set forth herein, all other terms and conditions of the Omnibus Agreement shall remain in full force and effect.

[ *Signature Pages Follow* ]

IN WITNESS WHEREOF, the duly authorized representatives of the Parties have executed this Sixth Amendment as of the date first above written.

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PHILLIPS 66 COMPANY

By: /s/ Robert A. Herman  
Robert A. Herman  
Executive Vice President, Midstream

PHILLIPS 66 PIPELINE LLC

By: /s/ Todd Denton  
Todd Denton  
President

PHILLIPS 66 CARRIER LLC

By: /s/ Todd Denton  
Todd Denton  
President

*Signature Page to Sixth Amendment to the Omnibus Agreement*

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PHILLIPS 66 PARTNERS LP

By: Phillips 66 Partners GP, LLC,  
General Partner of Phillips 66 Partners LP

By: /s/ J.T. Liberti  
J.T. Liberti  
Vice President and Chief Operating Officer

PHILLIPS 66 PARTNERS GP, LLC

By: /s/ J.T. Liberti  
J.T. Liberti  
Vice President and Chief Operating Officer

PHILLIPS 66 PARTNERS HOLDINGS LLC

By: /s/ J.T. Liberti  
J.T. Liberti  
Vice President

*Signature Page to Sixth Amendment to the Omnibus Agreement*

**PHILLIPS 66 PARTNERS LP**

Computation of Ratio of Earnings to Fixed Charges

	Millions of Dollars				
	Year Ended December 31				
	2016	2015*	2014*	2013*	2011*
<b>Earnings Available for Fixed Charges</b>					
Income before income tax	\$ 410	306	246	176	123
Undistributed equity earnings	1	—	—	—	—
Fixed charges, excluding capitalized interest	53	35	5	—	—
Amortization of capitalized interest	2	—	—	—	—
	<b>\$ 466</b>	341	251	176	123
<b>Fixed Charges</b>					
Interest and expense on indebtedness, excluding capitalized interest	\$ 52	34	5	—	—
Capitalized interest	5	32	7	—	—
Interest portion of rental expense	1	1	—	—	—
	<b>\$ 58</b>	67	12	—	—
Ratio of Earnings to Fixed Charges	<b>8.0</b>	5.1	20.9	N/A	N/A

*\*Prior-period financial information has been retrospectively adjusted for acquisitions of businesses under common control.*

**SUBSIDIARY LISTING OF PHILLIPS 66 PARTNERS LP**  
At December 31, 2016

<b>Company Name</b>	<b>Incorporation Location</b>
Phillips 66 Carrier LLC	Delaware
Phillips 66 Partners Finance Corporation	Delaware
Phillips 66 Partners Holdings LLC	Delaware
Phillips 66 Sand Hills LLC	Delaware
Phillips 66 Southern Hills LLC	Delaware
Phillips 66 Sweeny Frac LLC	Delaware

**Consent of Independent Registered Public Accounting Firm**

We consent to the incorporation by reference in the following Registration Statements:

- (1) Post-Effective Amendment No. 1 to Registration Statement (Form S-3 No. 333-197797) of Phillips 66 Partners LP and Phillips 66 Partners Finance Corporation,
- (2) Amendment No. 1 to the Registration Statement (Form S-3 No. 333-209870) of Phillips 66 Partners LP, and
- (3) Registration Statement (Form S-8 No. 333-190195) pertaining to the Phillips 66 Partners LP 2013 Incentive Compensation Plan;

of our reports dated February 17, 2017, with respect to the consolidated financial statements of Phillips 66 Partners LP and the effectiveness of internal control over financial reporting of Phillips 66 Partners LP included in this Annual Report (Form 10-K) of Phillips 66 Partners LP for the year ended December 31, 2016.

/s/ Ernst & Young LLP

Houston, Texas  
February 17, 2017

**CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

We consent to the incorporation by reference in Post-Effective Amendment No. 1 to Registration Statement No. 333-197797 on Form S-3 of Phillips 66 Partners LP and Phillips 66 Partners Finance Corporation, Registration Statement No. 333-190195 on Form S-8 of Phillips 66 Partners LP, and Amendment No. 1 to Registration Statement No. 333-209870 on Form S-3 of Phillips 66 Partners LP, of our report dated February 10, 2017, relating to the consolidated financial statements of DCP Sand Hills Pipeline, LLC and subsidiary as of and for the year ended December 31, 2016 and as of December 31, 2015 and for the period from March 2, 2015 through December 31, 2015, appearing in this Annual Report on Form 10-K of Phillips 66 Partners LP for the year ended December 31, 2016.

We also consent to the incorporation by reference in Post-Effective Amendment No. 1 to Registration Statement No. 333-197797 on Form S-3 of Phillips 66 Partners LP and Phillips 66 Partners Finance Corporation, Registration Statement No. 333-190195 on Form S-8 of Phillips 66 Partners LP, and Amendment No. 1 to Registration Statement No. 333-209870 on Form S-3 of Phillips 66 Partners LP, of our report dated February 10, 2017, relating to the consolidated financial statements of DCP Southern Hills Pipeline, LLC and subsidiary as of and for the years ended December 31, 2016 and 2015, appearing in this Annual Report on Form 10-K of Phillips 66 Partners LP for the year ended December 31, 2016.

/s/ Deloitte & Touche LLP

Denver, Colorado  
February 17, 2017

**CERTIFICATION**

I, Greg C. Garland, certify that:

1. I have reviewed this annual report on Form 10-K of Phillips 66 Partners LP;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
  - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
  - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
  - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

February 17, 2017

/s/ Greg C. Garland

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*Greg C. Garland*

Chairman of the Board of Directors and  
Chief Executive Officer

Phillips 66 Partners GP LLC  
(the general partner of Phillips 66 Partners LP)

**CERTIFICATION**

I, Kevin J. Mitchell, certify that:

1. I have reviewed this annual report on Form 10-K of Phillips 66 Partners LP;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
  - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
  - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
  - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

February 17, 2017

/s/ Kevin J. Mitchell

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*Kevin J. Mitchell*

Director, Vice President and  
Chief Financial Officer

Phillips 66 Partners GP LLC  
(the general partner of Phillips 66 Partners LP)

**CERTIFICATIONS PURSUANT TO 18 U.S.C. SECTION 1350**

In connection with the Annual Report of Phillips 66 Partners LP (the Partnership) on Form 10-K for the period ended December 31, 2016, as filed with the U.S. Securities and Exchange Commission on the date hereof (the Report), each of the undersigned hereby certifies, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that to their knowledge:

- (1) The Report fully complies with the requirements of Sections 13(a) or 15(d) of the Securities Exchange Act of 1934; and
- (2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Partnership.

February 17, 2017

/s/ Greg C. Garland

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*Greg C. Garland*

Chairman of the Board of Directors and  
Chief Executive Officer

Phillips 66 Partners GP LLC  
(the general partner of Phillips 66 Partners LP)

/s/ Kevin J. Mitchell

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*Kevin J. Mitchell*

Director, Vice President and  
Chief Financial Officer

Phillips 66 Partners GP LLC  
(the general partner of Phillips 66 Partners LP)